



OUR ACTIONS TODAY BECOME THE REALITY OF TOMORROW

Jumeirah Gulf of Bahrain Resort and Spa





His Majesty King Hamad bin Isa Al Khalifa
The King of the Kingdom of Bahrain



**His Royal Highness
Prince Salman bin Hamad Al Khalifa**
The Crown Prince, Deputy Supreme
Commander and Prime Minister of the
Kingdom of Bahrain

BANKERS

HSBC Bank Middle East
Ahli United Bank
Bank of Bahrain and Kuwait
Standard Chartered Bank
BNP Paribas
Bahrain Islamic Bank
Arab Bank
Kuwait Finance House
Al Salam Bank
State Bank of India

CHIEF EXECUTIVE OFFICER

Mr. Shawqi Mohamed AlHashimi

CHIEF FINANCIAL OFFICER

Mr. Bassam Sami Awdi

COMPANY SECRETARY

Mr. Srinath Prabhu

AUDITORS

KPMG Fakhro

CONTACT :

HEAD OFFICE

Nass Corporation B.S.C.
Building 1115, Road 4815, Block 948, Area Lhassay
P.O. Box 669, Manama, Kingdom of Bahrain
Tel: +973 1772 5522, 1770 8333
Fax: +973 1772 8184, 1770 1714
www.nasscorporation.com





Profile, Vision, Mission and Values	04-05
Board of Directors	06-07
Chairman's Message	08-09
Divisional Highlights	10-19
Management Team	20
Corporate Governance Disclosure	21-40
Board of Directors' Report	41-44
Consolidated Financial Statements 2022	45-84

Elevating the standards of construction with a sustainable growth

Nass Corporation B.S.C. is a Bahraini Public Joint Stock Company established and listed in the Bahrain Stock Exchange in 2005 with a paid-up capital worth BHD 20 million, which currently is BHD 22 million.

Since its initiation, the Corporation has steadily risen as a leading, comprehensive Construction Solutions Provider with operations in the Kingdom of Bahrain, Kingdom of Saudi Arabia, and the United Arab Emirates. Nass Corporation has created a strong imprint as a unique provider of complete turnkey solutions and the single source provider of multiple services.



OUR VISION, MISSION & VALUES

Vision

It is the vision of Nass Corporation to be a major regional player in the industry and to provide innovative, turnkey construction and industrial solutions.

Mission

At Nass Corporation, we are committed to adding value to our stakeholders: We nurture the personal and professional growth of our employees through training and development, and build solid, mutually beneficial relationships with our partners and suppliers. We endeavor to continually exceed our clients' expectations through the consistent delivery of product and service excellence as we strive to support the growth and development of the local and regional construction industry and to provide innovative, turnkey construction and industrial solutions.

Values

- Honesty
- Integrity
- Excellence
- Transparency
- Customer Orientation

BOARD OF DIRECTORS



Sameer Abdulla Nass

Chairman



Sami Abdulla Nass

Deputy Chairman



Adel Abdulla Nass

Executive Director



Ghazi Abdulla Nass

Executive Director



Fawzi Abdulla Nass

Executive Director



Bashar Sameer Nass
Executive Director



Hemant Joshi
Executive Director



Jamal A. Al-Hazeem
Independent Director



Hisham S. Al-Saie
Independent Director



Abdulla Nooruddin
Abdulla Nooruddin
Independent Director



Shawqi Mohamed
AlHashimi
Chief Executive Officer

CHAIRMAN'S MESSAGE

We started the year 2022 with great ambitions, following the Covid-19 pandemic and the repercussions it imposed on the business sector in general. Thanks to the efforts of the Company's Board of Directors and all members of staff, NASS was able to keep pace with changes and challenges, leaving a brilliant mark on its efficiently implemented public and private construction projects. We highly appreciate the endless support provided by the Kingdom of Bahrain's Wise Leadership to the private sector which is an essential partner in the national economy, as well as the ministries, government agencies and institutions, the Central Bank of Bahrain (CBB), and Bahrain Bourse.

The pandemic's impact on the construction sector and infrastructure projects extended beyond mid-2022, with decline in public investment by 50 percent and the stagnation of construction companies due to limited projects and high operational costs. In spite of this, NASS has been able to mitigate losses by restructuring the company's administrative and operational work, thereby ensuring efficient and timely fulfilment of our commitments to clients while maintaining the ability to attract and schedule new projects that increases the Company's activity and liquidity.

Our specific vision for the year 2022 was to tackle the changes and challenges taking place in the economy, the business sector and construction projects in particular, as well as to reduce the volume of losses, working simultaneously to complete and attract new projects.

Provided that positive indicators continue to hold, we expect to witness a slight improvement in the construction and infrastructure sector during 2023 leading to favourable results. We have reached the desired goal for 2023 with regards to listed projects that are due for implementation and others that

are in progress. This will maintain the Company's activity and liquidity until approximately mid-2024, adding financial stability and satisfaction to the pace of work, in light of our high ambitions of undertaking further complementary projects beyond mid-2024.

Meanwhile, the year 2022 was a busy year for NASS as we completed and delivered Jumeirah Royal Saraya Gulf of Bahrain project and began implementing Al Fateh Highway development project and construction and infrastructure project of the East Sitra housing project. That is in addition to several distinguished investment projects such as the Four Seasons Private Residences Bahrain Bay project, the implementation of the second phase of the Avenues Bahrain project, and the Mantis Bahrain Hawar Island Hotel and Resort. We hope to soon being awarded Bahrain Marina project besides other projects that are currently being negotiated.

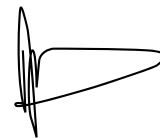
Moreover, we will spare no effort to play an active role in the implementation of the Bahrain Metro project, which is set to launch during 2024, the King Hamad Causeway linking the Kingdom of Bahrain and the Kingdom of Saudi Arabia, the Salmabad-Isa Town Intersection development project which includes several roads and overpasses, and the new National Assembly building.

Since NASS does not depend entirely on contracting, many of the companies affiliated with NASS played a vital role in strengthening the Company's position in the local market during 2022. We anticipate a greater contribution through their shares of projects during 2023, namely Delmon Readymix, which deals with several projects despite the fierce competition given by 14 companies in the local market, NASS Asphalt, NASS Foods, which

is rapidly growing in view of its trade volume, in addition to NASS Scafform for scaffolding services, which owns renewable projects in Saudi Arabia, the UAE and Bahrain.

Administratively, we are striving to enhance the role of national competencies and manpower in the Company's senior departments through academic and practical qualification as well as training programmes for administrators, engineers and supervisors. We aim to ensure the development of work outputs to raise the Company's performance at all levels, and to include them in the improvement of operations, elevating the position and reputation of the Company in the local and regional markets.

Last but not least, I extend my sincere gratitude and appreciation to all shareholders and Board members for their continuous support to developing the performance of NASS, making it the first choice in the construction sector. This support reflects their renewed competitive will and drive to contribute to the strategic development projects in the Kingdom of Bahrain. I also commend the contributions of all employees in their various specialisations, jobs and tasks, wishing everyone further progress and success.



Sameer Abdulla Nass
Chairman



DIVISIONAL HIGHLIGHTS

Nass Contracting



Nass Contracting was established in Bahrain in 1963, and have been carrying out construction projects within Bahrain and cross-border for nearly six decades now. Since our founding we have undertaken a variety of civil and building projects, marine construction, and industrial civil engineering projects throughout the country. Nass is committed to finding a tailored solution for each individual project.

We are a leading provider of construction services with a national business network, offering the flexibility to undertake a full range of sustainable solutions for building and civil engineering projects from business case, through design, procurement, construction, and turn-key solutions with an on-going after care. We deliver smart, expertly crafted solutions for buildings and civil engineering projects to help develop the nation's future.

We have faced many challenges during the past few years, in particular the impact from Covid-19 and the Ukraine-Russia war, but through these challenges we have developed our own proven systems and ensured we are constantly improving.

The management structure has extensive expertise and knowledge in developing innovative solutions that go beyond good client service, in order to ensure that we make a difference to the Bahraini community.

Our Vision is to be the preferred “Contractor of Choice” for every Client, and our Mission is to achieve world-class standards for our products, processes and services. We deliver to all stakeholder objectives, specifically on-time delivery, first class HSSE and Quality and place an emphasis on Customer relationships. We offer value for money through our capabilities.

We stand for “Complete Construction Solutions” and with support from Divisions and Subsidiaries within NASS Corporation and NASS Group, we provide our clients with a convenient and trusted source for a myriad of construction disciplines.

Key achievements during 2022 were the successful completion of the Jumeirah Gulf of Bahrain Resort & Spa, and securing the Avenues Phase 2 and Hawar Hotel Development projects.

Nass Electrical Contracting Co. W.L.L.



Nass Electrical is a Grade 1 Electrical Contractor, registered with Bahrain's Electricity and Water Authority and has built a reputation as a leader in the Supply, Installation and Commissioning of a wide variety of electrical and instrumentation projects with a primary focus in the infrastructure and construction sectors for the development of the Kingdom of Bahrain. Nass Electrical also have achieved ISO 14001 and BS OHSAS 18001-2007 accreditations.

Projects Awarded in 2022

- 220kV Cable Feeder Civil and Cable Installation works for Hidd - Al Ezeel 220kV Circuit
- 66kV Cable Feeder Janoob Madinat Hamad – Sadad
- Hawar Hotel Development-External Electrical works
- Four Seasons Residence-Electrical Works

Ongoing Projects:

- East Sitra Infrastructure Package 3
- Al Fateh Highway Upgrade
- Hawar Hotel Development-External Electrical works
- 220kV Cable Feeder Civil and Cable Installation works for Hidd - Al Ezeel 220kV Circuit
- Four Seasons Residence-Electrical Works
- P964 Shore to Ship Utilities at US Navy

Nass Scafform Contracting



Nass Scafform Contracting has established itself as one of the leading Scaffold Contractors throughout the GCC. With operations based in the United Arab Emirates, Saudi Arabia and Bahrain and with current manpower levels at almost 1000 employees with additional planned recruitment throughout 2023.

Nass Scafform Contracting services include

- Contract Scaffolding
- Manpower Supply
- Material Hire
- Design and Engineering
- Multiple Discipline Services including insulation and cladding

Nass Scafform Contracting is certified to

- ISO 9001:2008
- ISO 14001:2004
- ISO 45001:2018

Projects Awarded 2022

- Ruwais Refinery Shutdown – UAE
- Das Island Expansion –UAE
- Sea World – UAE
- Water Park – Al Qiddiya –KSA
- Yamama – Office Ext.- KSA
- BAPCO Wharf – BAH
- BMP – Refinery Plan Expansion – BAH
- BAPCO Shutdown – Hubs 1 & 2 – BAH

Nass Asphalt



A. Ahmed Nass Contracting Co. (Nass Asphalt) was established in 2001 and has been building roads in Bahrain for two decades. Nass Asphalt has developed a multi-faceted capability for road construction and its allied businesses and now has the capacity to supply 200,000 tonnes of asphalt and 1,000,000 tonnes of crushed aggregates into the market per annum. The company provides specialized services which include the supply of specialized polymer and coloured asphalt, the recycling of demolition waste, and the production of various recycled products for the market.

As a main contractor or main roads sub-contractor it has worked on many of the most important road construction works in Bahrain. Our latest road project to be handed over was a VVIP road connecting Rawdha Palace to Sakhir with a contract Value of BD 2.5 million which comprised a 4.5km dual carriageway with hard shoulder drainage works, which was completed in 8.5 months and a very high standard and with no safety or quality issues.

Nass Asphalt's areas of expertise are:

- Asphalt/ Cementitious Paving: Production, supply and lay all types of asphalt and cement-

bound pavements, from highway construction to tennis courts.

- Civils: This includes the placing of sub-bases by grader, building minor structures, manholes, and drainage, and placing of pavers, ducting, and kerbs.
- Aggregate Supply: The Company has its own static and mobile stone crusher plants and supplies the best quality local aggregates to the construction market.
- Road Marking: Road marking works undertaken on private properties like Bahrain International Airport, Bahrain Defense Force Air bases, and private car parks.
- Demolition and Recycling: Nass Asphalt carries out demolition works and is the predominant Recycler of slag and C & D materials in Bahrain.
- Quarry Operations: Nass Asphalt operate the government quarry in Bahrain which supplies fill materials and armor rock to all government projects within the kingdom.

Nass Asphalt has been listed as Grade AA Contractor under Road Works with the Ministry of Works, having the capability to take on projects of unlimited value.

Projects Awarded in 2022

- Bapco Modernisation Project
- Lawzi Lake Culvert Works
- Al Raffa Development
- Rehabilitation of Shaikh Khalifa Bin Salman Highway
- Rashid Equestrian Centre Upgrade of Training Track
- Asphalt Works at WANAP 2
- Civil and Asphalt Works at Tatweer

Ongoing Projects:

- Bapco Modernisation Project
- Al Raffa Development
- Rehabilitation of Shaikh Khalifa Bin Salman Highway
- Asphalt Term Contract 2021-2022
- East Sitra Housing Project
- Al Fateh Highway Roadworks
- Warehouse yard asphaltting – BANAGAS
- Asphalt Works at Avenue 36
- Blasting and Operation of National Quarry

Nass Foods

Established in 1982 as an independent trading division of Nass The Group, Nass Foods today operate as an importer, wholesaler, retailer, and supplier of premium quality Frozen, Chilled and Dry food products to Hotels, Restaurants, Retail Supermarkets, Fast Foods, Caterers and Traders across the island. The divisions growth boosters over the past 40 years, from its diversified business verticals like Retail, HoReCa, Cash-n-carry Van Sales, Wholesale shops, Butcheries, Kamp shops, Online & Catering has been outstanding.

Brands that have been business partners in this progress are Pena Branca, Silver Fern Farms, Allana, American Foods Group, American Hertiage, Schreiber, Friendship, Mersin, JBS, Sugum, Mydibel, Aviko, Grand Fermage, Meggle, Bibi, Vee Tee, Kitchen King, Senor Pepes, Cantorel Seven, & Wye, Awal, Soignon, Midamar, Butterball, Cold Alex, Lucky Cow, Cows Best, Mara, Heifood, Froz and a wide range of premium

ice creams including Oreo, Kit Kat, Nestle, Mega, Cadburyss, Daim, Toblerone & Del Monte.

The division offers its customers a B2C par excellence digital shopping experience thru its E-commerce platform that boasts of 15k+ Instagram followers, facebook, youtube, tiktok, whatsapp, talabat, instashop, website and App for IOS and Andriod.

Looking ahead into 2023, the division remains committed to its strategic blueprint as they move forward towards their vision of becoming Bahrain’s number one food supplier distributing the finest brands and offering the best supply chain to its valued customers. Foraying into the Meat Processing Industry, developing catering business, growing the E-commerce platform and moving towards Saudi market are some of the exciting development lined up for 2023.



Nass Landscapes



Established in 1996, Nass Landscapes offers the highest standard of complete professional services, in the field of Landscape Construction, Maintenance and Horticulture. The Company has a proven track record, delivering a wide scope of work handling everything from large prestigious developments, to private villas and public road landscaping with many discerning clients to its credit.

Projects Awarded in 2022

- Hawar Hotel Development – Soft Landscaping and Irrigation Works
- SAFGC - Safriya Palace Landscaping Works - Phase 1
- Jumeirah Gulf of Bahrain Resort & Spa – Landscape & ID Enhancement Works
- Al Sahel Hotel and Resort – MWP2- Remaining Works - Landscape Enhancement Works
- ABPG - Al Bustan Palace Garden – Pool & Beach Development
- Bahrain International Circuit Landscape Project at Sakhir Tower
- Shaikh Ahmed Villa at Zallaq
- Sofitel Villas
- BRHH Villa at Janabiyah
- Four Seasons Residences – Soft Landscaping and Irrigation Works

New Major Maintenance Contracts for

- Jumeirah Gulf of Bahrain Hotel and Resort
- Royal Saray Resort
- British School

Ongoing Projects

- SAFGC - Safriya Palace Landscaping Works
- P123 & P124 Al Rawdha Villa Landscaping
- Jumeirah Gulf of Bahrain Resort & Spa – Landscape & ID Enhancement Works

- ABPG - Al Bustan Palace Garden - Pool & Beach Development
- Hawar Hotel Development – Soft Landscaping and Irrigation Works
- Four Seasons Residences at Bahrain Bay
- East Sitra Social Housing Project Infrastructure Work
- Bahrain International Circuit Landscape Project at Sakhir Tower
- Shaikh Ahmed Villa at Zallaq
- Sofitel Villas
- BRHH Villa at Janabiyah

Major Maintenance Projects

- Four Seasons Hotel
- GPIC
- Ritz Carlton Hotel
- Novotel Al Dana Hotel
- Movenpick Hotel
- Diplomat Radisson Hotel (National Hotels Company)
- Sofitel Hotel
- American School
- RCSI
- The Avenues
- World Trade Center (Golden Horizon Real Estate)
- American University (AUBH)

Nass Sand Processing Plant



Nass Sand Processing Plant (NSPP) was formed in 1977, to supply washed building sand to Bahrain's construction industry. Currently, NSPP is the largest supplier of washed sand in Bahrain, with a production capacity of over 4,100 tons per day.

NASS Sand Processing Plant uses the best machinery and cutting-edge technology to produce the best sand in the market in compliance with ISO 9001:2015 (Quality Management System) ISO 14001:2015 (Environment Management System) ISO 45001:2018 (Health and Safety Management System) and certified by the Ministry Of Works.”

Nass Commercial



Nass Commercial initially started operation as a support department in the early 1960s, the company became independent in 1986 and took over responsibility for the mercantile division and other trading activities. Today, Nass Commercial is a Trading and Service Support arm of Nass Corporation, progressing stronger in the industry over the past 3 decades. The company represents over thirty international manufacturers and provides comprehensive sales, distribution, genuine spare parts and after-sales service facilities. Having associations with various reputed manufacturers of equipment/ products from different parts of the world, most of the products are well-acknowledged by customers and have a larger market share on the island. To achieve and sustain market acceptance, the company employs dedicated personnel according to the segment that they handle with specialization. Nass Commercial owns a modern showroom in a prominent industrial area and an adequately stocked warehouse. The company has also invested in total customer satisfaction by way of making available the Services and Products at the client's doorstep.

Nass Ice Factory



Nass Ice and Sweet Water Plant owns and Operates a reverse osmosis water desalination plant that produces over 400,000 Gallons of sweet water per day and two plants producing approximately 85 tons of ice per day. The Company is the kingdom of Bahrain's leading supplier of sweet water and ice cubes to industrial establishments, hotels, restaurants, cold stores, super market and the construction industry.

Nass Ice factory is accredited with OHSAS 18001: 2007 Occupational Health and Safety Management system, NIF is committed to internationally accepted best practices and comply with applicable Health, Safety and environmental legislation and other requirements in our operations.



Nass Industrial Services (NIS) / Nass Mechanical Contracting Co. W.L.L



Nass Industrial Services (NIS), Is also known as Nass Mechanical Contracting Co. W.L.L. (NMC) is a division of Nass Corporation B.S.C. NIS / NMC is fully integrated management system and operate in accordance with ISO, OHSAS and ASME Certification to maintain the Quality, Health, Safety, Security and Environment standards. The Company supports in the growth of Bahrain's major industry clients and expanded its presence throughout the GCC and globally, in Oil & Gas sector, as well as Petrochemical, Power & Water, Metal & Mining and Infrastructure. Key to the continued success is the superior human talent and heavily training and development of manpower. NIS / NMC operates from unique position of strength and strategy that led to partner with leading Technology and Engineering-driven companies.

The Company has the resources to plan and manage the operation and maintenance services, as well specialized in providing total solutions for Engineering, Procurement and Construction (EPC) projects. And it is a major player in delivering projects in most challenging environments, to ensure safe operational performance is achieved.

Our major Manufacturing products includes

- Storage Tanks
- Pressure Vessels
- Heat Exchangers
- Columns
- Process Equipment
- Pipe Spool
- Steel Structures (specialized Heavy & Light)
- Modules Fabrication and Assembly
- Skids Mounted System
- Fired Heaters.

Projects Awarded in 2022 & Ongoing Projects

Operation and Maintenance:

Oil field & Gas downstream

- (T & I) turnaround and inspection full plant
- Heat Exchangers overhauling and re-tubing

Refinery, Oil & Gas upstream

- Shutdown and routine maintenance

Petrochemical plants

- Shutdown of plant

Power & Water sector

- Shutdown and routine maintenance

Manufacturing:

Oil & Gas

- Engineering, procurement, and fabrication of Pressure Vessels
- Engineering, procurement and fabrication of Storage Tanks
- Supply, fabrication and delivery of Fuel Gas Modular Skids
- Engineering, procurement and fabrication of Heat Exchangers and components
- Piping spool prefabrication
- Procurement and fabrication of Auxiliary Pipe Supports.

Marine service / off shore

- Supply and fabrication of Pressure Vessel, fuel tanks, on board reparations and skilled manpower

Delmon Ready Mixed Concrete and Products Co. W.L.L.



The Company was originally established by Abdulla Ahmed Nass as Bahrain's first producer of concrete. As the leading Readymix Company in Bahrain (established in 1973), Delmon has played a major part in the construction of modern Bahrain, with well over 12 million cubic metres of top quality concrete produced to date. The Company constantly strives to improve its position not just in terms of size but in product quality, service and safety. Operating from sites at Salmabad, Hidd and North Alba the total achievable output of the Company's nine concrete plants is 800 cubic metres of concrete per hour.

Delmon Readymix prides itself in the quality of its products and the safety of its operation. The Company holds ISO 9001:2015 certification for quality, ISO 14001:2015 certification in Environmental Management and Health and Safety Certification to ISO 45001: 2018.

In 2019 the Company became the first concrete manufacturer in the Gulf to achieve ISO 17025:2017 for their concrete testing laboratory, demonstrating the company's commitment to technical competence and total quality control.

NEWS FOR 2022

Despite the challenges faced by a deepening recession in the construction industry, the Company was successful in increasing sales and exceeding market share targets. Significant volumes were supplied to the ongoing Bapco Modernisation project, the Four Seasons Residences at Bahrain Bay, along with high performance concrete to the Al Fateh Highway interchanges. The Company remains optimistic going into 2023 with a strong order book in hand.

The Company was affected by significant increases in raw material prices in the early part of the year, driven by higher international fuel and shipping costs, impacting profitability.

In 2022, Delmon Readymix returned to Hawar Island, installing a mobile concrete plant to supply concrete for the construction of the new Hawar Mantis Resort project.

Delmon Precast Co. W.L.L.



Delmon Precast Co. W.L.L. was established in 1985 as a separate company and is one of Bahrain's foremost precast companies. Delmon Precast has built a special niche for itself in the Bahrain precast market and become a major manufacturer of high quality custom made products for civil engineering and building applications. Having developed the business by offering cost effective precast concrete alternatives to in-situ concrete, and identifying the needs of both engineer, contractor and customer, Delmon Precast has gained a reputation for quality, innovation and performance. Delmon Precast holds ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 accreditation.

The company has worked hard to develop an extensive precast product range that includes:

Architectural Precast: Decorative precast panels in coloured concrete and GRC. Precast boundary walls, building cladding panels and monuments.

Structural Precast Elements: Foundation bases, retaining walls, columns, parapets. Hollowcore flooring system. Precast framed buildings including offices, car parks, housing and labour accommodation.

Infrastructure: Concrete pipes, culverts, cover slabs, manholes, septic tanks, pipe supports, cable tiles, marker domes, telecommunication boxes, cable troughs, Pre-stressed bridge beams, segmental bridge units.

Street Furniture: Extensive range including kerbs, edgings, paving slabs, bollards, benches, seating units, litter bins, shades, bus shelters, light & flagpole bases.

News FOR 2022

In 2022 the main works undertaken by Delmon Precast included the supply of precast units for the Bapco Modernisation project, cladding of the Four Seasons Residences, precast boundary walls and the construction of over forty precast substations. Of note, the company completed the entrance gate for the National Assembly Buildings, an impressive 20-metre-high precast arch structure that was cast and erected in under 60 days. In addition, 120 large precast culvert units were installed in record time close to Lawzi Lake as part of a critical flood alleviation scheme. Delmon Precast has also been involved in the supply of high-quality paving and landscaping products for parks, hotels and residential developments across Bahrain.

MANAGEMENT TEAM



Shawqi Mohamed AlHashimi
Chief Executive Officer
Nass Corporation B.S.C.

Bassam Sami Awdi
Chief Finance Officer
Nass Corporation B.S.C.

Yousif Ahmed Isa Nass
General Manager
(Administration & Human Resources)
Nass Corporation B.S.C.
Nass Ice & Nass Sand

Nigel Hector
General Manager
Nass Contracting Co. W.L.L.

Jamal Moh'd Nass
General Manager
Central Garage
Nass Contracting Co. W.L.L.

John Mottram
General Manager
DRMC and DPC

Maged Tolba Saeed
Manager
Nass Electrical Contracting Co. W.L.L.

Sunil Nair
General Manager
Nass Foods

Matthew Howes
Regional General Manager
Nass Scafform

Gian Franco Stefanoni
General Manager
Nass Industrial Services
Nass Mechanical Contracting Co. W.L.L.

Ahmed Saber
General Manager
Nass Commercial

Abdulrahman Taqi
Executive Manager
Nass General Services

Srinath Prabhu
Company Secretary
Nass Corporation B.S.C.

Ramesh Panigrahi
Manager Audit & Compliance
Nass Corporation B.S.C.

Avinash Hujband
Manager Taxation
Nass Corporation B.S.C.

Yasser Al Attar
Legal Department Head
Nass Corporation B.S.C.

**CORPORATE
GOVERNANCE
DISCLOSURE
2022**



CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

1. CORPORATE GOVERNANCE POLICY

Good Corporate Governance practices are significant in creating and sustaining shareholder value and ensuring appropriate disclosure and transparency. Nass Corporation B.S.C.'s ('the Company') Corporate Governance Policy provides the framework for the principles of effective Corporate Governance standards across the Company.

The Board of Directors (the Board) is committed to implementing robust Corporate Governance practices and continuous review and adherence to strong corporate governance practices to help enhance compliance levels according to international standards and best practice.

Nass Corporation B.S.C. shall continue its endeavor to enhance shareholders value, protect their interests and defend their rights by practicing the pursuit of excellence in corporate life. The Company shall continuously strive to best serve the interests of its stakeholders including shareholders, customers, employees and public at large.

The management is committed to implement procedures and processes to reflect and support the Board approved Corporate Governance framework to ensure the highest standards of Corporate Governance throughout the Company.

2. CORPORATE GOVERNANCE DEVELOPMENTS DURING THE YEAR

All directors of the Company were elected by the shareholders of the Company in the AGM held on March 30, 2021. During the year 2022 no director position became vacant and thus no new directors were elected or stood for re-election.

3. SHAREHOLDER INFORMATION

The existing share structure of the Company consists of only ordinary shares and there are no different classes of ordinary shares. As on December 31, 2022, the Company had issued 220,000,000 ordinary shares, each with a nominal value of BD 0.100 per share. All the shares are fully paid.

Shareholders are invited by the Chairman to attend the AGM. The Chairman and other Directors attend the AGM and are available to answer any questions.

The Annual General Ordinary Meeting is scheduled on March 29, 2023 subject to CBB and MOIC approval.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

3.1 Major shareholders of the Company (Names of the shareholders holding 5% or more) as on December 31, 2022 are as follows:-

S. No.	Name of Shareholder	Number of Shares	% of Holdings	Name of the natural person, the final beneficiary
1	Mr. Sameer Abdulla Nass	20,710,000	9.41	Mr. Sameer Abdulla Nass
2	Mr. Sami Abdulla Nass	18,810,000	8.55	Mr. Sami Abdulla Nass
3	Mr. Adel Abdulla Nass	18,810,000	8.55	Mr. Adel Abdulla Nass
4	Mr. Ghazi Abdulla Nass	18,810,000	8.55	Mr. Ghazi Abdulla Nass
5	Mr. Fawzi Abdulla Nass	18,810,000	8.55	Mr. Fawzi Abdulla Nass
6	Abdul Rahman Saleh Al Rajhi & Partners Co Ltd	15,969,864	7.26	Abdul Rahman Saleh Al Rajhi Family members

3.2 Statement of shareholders' equity as of 31/12/2022 by Nationality to be classified as follows:

S. No.	Shareholder Classification	Shareholding %			
		INDIVIDUALS	CORPORATE	GOVERNMENT OR ORGANIZATIONS	TOTAL
1	Local	70.228%	10.079%	0.017%	80.324%
2	Arab	9.662%	9.232%	-	18.894%
3	Foreign	0.591%	0.192%	-	0.782%
	Total	80.481%	19.502%	0.017%	100.00%

3.3 Description of how shareholders are distributed according to their respective shareholding as at 31/12/2022 as follows:

S. No.	Shareholding (share)	Number of Shareholders	Number of shares held	Shareholding %
1	<50,000	7,735	13,632,376	6.20%
2	50,000 to 500,000	134	21,494,109	9.77%
3	500,000 to 5,000,000	40	67,188,270	30.54%
4	>5,000,000	7	117,685,245	53.49%
	TOTAL	7,916	220,000,000	100.00%

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

4. COMPANY'S BOARD, DIRECTORS AND MANAGEMENT

4.1 Board Procedure

The Board procedure is defined in the Charter of the Board. The Company has a practice of circulation of agenda and other supporting documents well in advance to enable the directors to deliberate and decide on all matters listed in the agenda to constantly enhance the performance of the Company.

4.2 Board and Directors' Responsibilities

The specific responsibilities of the Board include:

- a. Adopting the commercial and financial policies associated with the company's business performance and achievement of its objectives.
- b. Drawing, overseeing and periodically reviewing the company's plans, policies, strategies and key objectives.
- c. Setting and generally supervising the regulations and systems of the company's internal control.
- d. Determining the company's optimal capital structure, strategies and financial objectives and approving annual budgets.
- e. Monitoring the company's major capital expenditures, and possessing and disposing assets.
- f. Approving the company's quarterly and annual financial statements and presenting them to the general assembly.
- g. Monitoring the executive management's activities, and ensuring that the operations run smoothly to achieve the company's objectives and that they do not conflict with the applicable Laws and Regulations.
- h. Forming specialized committees emerging from the BoD as required by the nature of the company's activity as provided in the regulatory requirements, and issuing the regulations of these committees.
- i. Determining the types of remunerations for senior executives and directors, subject to the approval of the shareholders' general assembly, taking into consideration the provision of Article (188) of the Commercial Companies Law.
- j. Setting a mechanism to regulate transactions with related parties in order to minimize conflicts of interest.
- k. Setting standards and values governing the company's business.
- l. Ensuring the application of an appropriate control and risk management systems by setting framework of the risks that the company might face, creating an environment that is aware of risk management knowledge at the company level, and transparently presenting it to company's related parties and stakeholders.
- m. Assuring equitable treatment of shareholders, including the minority shareholders.
- n. Setting internal regulations which determine the Board's duties and responsibilities, including the obligations and responsibilities of the directors.

4.3 Material Transactions that require the Board approval

The following material transactions require the Board of Directors review, evaluation and approval:

1. The Company strategy;
2. The annual budget, capital expenditure budget, major contracts, diversification plans/divestment;
3. The financial statements;
4. Major resource allocations and capital investments; and
5. Management responsibilities and training, development and succession plan for Senior Management.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

4.4 Director's profiles (Directorships of other Boards)

The following members of the Board of Directors are also the member of other listed companies in the Kingdom of Bahrain:

S. No.	Name of Director	Designation	Name of the Company
1	Mr. Hisham S Al Saie	Non-Executive & Independent Director	Al Salam Bank - Bahrain BSC

4.5 Status of Directorships and Board Composition

Name of Director	Type (executive, non-executive or independent)	Experience	Qualification	The period of his term as a director of the Company starting from the date of his first election or appointment	Positions in any other key regulatory, government organisations
Mr. Sameer Abdulla Nass	Executive	43	Bachelor of Science	01-01-2005	Chairman of Bahrain Chamber of Commerce & Industry
Mr. Sami Abdulla Nass	Executive	39	Bachelor of Business Administration	01-01-2005	None
Mr. Adel Abdulla Nass	Executive	34	Master of Business Administration	01-01-2005	None
Mr. Ghazi Abdulla Nass	Executive	31	BSc – Civil Engineering	01-01-2005	None
Mr. Fawzi Abdulla Nass	Executive	28	Diploma In Mechanical Engineering	01-01-2005	None
Mr. Bashar Sameer Nass	Executive	15	Bachelor of Science in Construction Management	23-09-2013	None
Mr. Hemant Joshi	Executive	41	B.com, MBA, FCMA, AICMA, FCA & LLB	19-03-2015	None
Mr. Jamal A Al -Hazeem	Non-Executive & Independent	35	Certified Public Accountant - USA	01-01-2005	None
Mr. Hisham S Al Saie	Non-Executive & Independent	25	Master of Business Administration	01-01-2005	None
Mr. Abdulla Nooruddin Abdulla Nooruddin	Non-Executive & Independent	17	Master of Business Administration	30-03-2021	None

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

4.6 Board Composition Statistics

Female and male composition of the board is as follows:-

Female	0%
Male	100%

4.7. Appointment & Termination / Resignation of Directors

Directors are elected for 3-year term. Elections take place in accordance with the Memorandum and Articles of Association of the Company and the Bahrain Commercial Companies Law. There is no maximum age limit at which a Director must retire from the Board. Each Director's term of appointment expires, pursuant to the terms of his Letter of Appointment and/or the provisions of the law. The shareholders appointed the current board of directors of the Company on March 30, 2021.

4.8. Induction and Training of Directors

The Company has a formal induction program in place, which is designed for each new Director. The induction program includes i) an introductory pack containing, amongst other things, the Company Overview, Organisation Chart, Terms of Reference of the Board and Board Committees and key policies; ii) presentations on significant financial, strategic and risk issues; and iii) orientation meetings with key management as may be required. All continuing Directors are invited to attend orientation meetings.

4.9. Directors Ownership of Company's shares

S. No.	Name of Director	Type of Shares	Number of Shares	% of shares held
1	Mr. Sameer Abdulla Nass	Equity Shares	20,710,000	9.41
2	Mr. Sami Abdulla Nass	Equity Shares	18,810,000	8.55
3	Mr. Adel Abdulla Nass	Equity Shares	18,810,000	8.55
4	Mr. Ghazi Abdulla Nass	Equity Shares	18,810,000	8.55
5	Mr. Fawzi Abdulla Nass	Equity Shares	18,810,000	8.55
6	Mr. Bashar Sameer Nass	Equity Shares	100,000	0.05
7	Mr. Abdulla Nooruddin Abdulla Nooruddin	Equity Shares	78,267	0.04

4.10 Director's Trading of Shares during the year

During the year 2022 the following Board Members purchased shares of the Company:-

1	Mr. Sameer Abdulla Nass	1,900,000 Shares
2	Mr. Abdulla Nooruddin Abdulla Nooruddin	78,267 Shares

During the year 2022 none of the Board Members sold any shares of the Company.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

4.11 Board Meetings

The Company should hold a minimum of four Board meetings during each year. During the year 2022 four Board meetings were held. The following table summarizes the information about member's attendance in the Board of Directors meetings held in 2022:

Name of Director	Business Title	27-02-2022	12-05-2022	11-08-2022	10-11-2022	% Attended
Mr. Sameer Abdulla Nass	Chairman	√	√	√	√	100%
Mr. Sami Abdulla Nass	Deputy Chairman	√	√	√	√	100%
Mr. Adel Abdulla Nass	Director - Finance	√	√	√	√	100%
Mr. Ghazi Abdulla Nass	Director	√	√	√	√	100%
Mr. Fawzi Abdulla Nass	Director	√	√	√	√	100%
Mr. Bashar Samir Nass	Director	√	√	√	√	100%
Mr. Hemant Joshi	Director	√	√	√	√	100%
Mr. Jamal A Al-Hazeem	Non-Executive Independent Director	√	√	√	√	100%
Mr. Hisham S Al-Saie	Non-Executive Independent Director	√	√	√	√	100%
Mr. Abdulla Nooruddin Abdulla Nooruddin	Non-Executive Independent Director	√	√	√	√	100%

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

4.12 Remuneration For Board of Directors

Article 188 of the Commercial Companies Law No.21 of 2001 explains the method of payment of remuneration to the directors. The remuneration policy is based on sitting fees and basic fees paid to the members of the Board of Directors.

For the (last) year 2021 sitting fees (including sitting fees for attending committee meetings) of BD. 210,750/- was paid and there was no remuneration paid to the directors due to reported loss for the year.

For the year 2022 sitting fees (including sitting fees for attending committee meetings) of BD. 202,750/- was paid and there is no proposed remuneration to be paid to the directors.

4.13 Management

The following table summarises information about the profession, designation/business title, experience in years and qualifications of Senior Management:-

S. No.	Name of members of senior management	Designation	Experience in years	Qualification
1	Mr. Shawqi Mohamed AlHashimi	Chief Executive Officer	39	B. Eng. (Hons) Instrumentation & Control Engineering
2	Mr. Bassam Sami Awdi	Chief Financial Officer	23	B.Sc. (Accounting Science), CPA & CIA
3	Mr. Yusuf Ahmed Nass	General Manager – HR & Administration, Nass Sand Plant, Nass Ice Plant	37	B.Sc. Civil Engineering
4	Mr. Nigel Barrie Hector	General Manager – Core Contracting	41	Higher National Diploma in Civil Engineering
5	Mr. Jamal Mohammad Nass	General Manager – Plant & Transport Department	34	Bachelor in Computer Engineering
6	Mr. Jonathan Charles Mottram	General Manager – DRMC & DPC	21	B.Eng. Mining (Hons)
7	Mr. Ahmed Saber El Fawal	General Manager – Nass Commercial	18	Bachelor of Science in Mechanical Power Engineering & Master of Business Administration
8	Mr. Matthew Howes	Regional General Manager – Nass Scafform	29	Scaffolding Certificate
9	Mr. Sunil Nair	General Manager – Nass Foods	26	Master of International Business
10	Mr. Gian Franco Stefanoni	General Manager – Nass Industrial Services	29	Diploma-Civil Eng. Bachelors' Degree Second Level in Mech. Eng.
11	Mr. Maged Tolba Saed	Manager – Nass Electrical	21	BSc- Electrical Engineering

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

The remuneration paid to Senior Management during the year 2022 was as follows:

Senior Management - Cost	Amount (BD) '000
Salaries, allowances, inclusive of all costs	1,032
Employees' end of service benefits	42

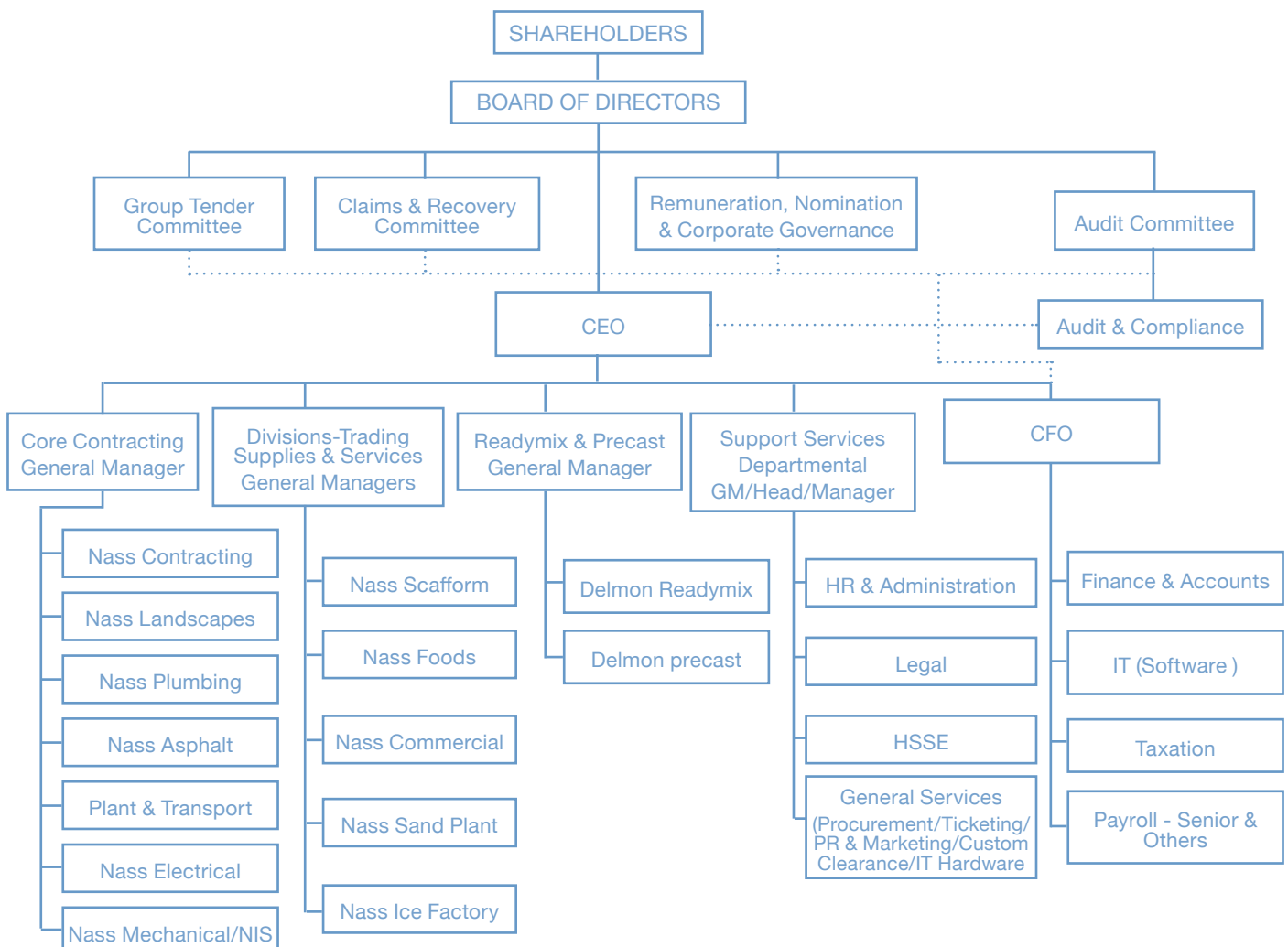
The Senior Management does not hold any Shares of the Company.

4.14 Code of Conduct/ Code of Ethics

The Company has adopted the Code of Conduct / Code of Ethics policy describing the standards expected from each and every employee of the Company.

- Act with an honesty, integrity and in good faith, with due diligence and care, in the best interests of the Company and its Shareholders.
- Respecting the confidentiality of information obtained during the course of business.
- Integrity in dealing with the Company's assets.

5. COMPANY ORGANISATIONAL STRUCTURE



CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

6. COMMITTEES

The Committees are constituted by the Board for the good corporate governance. Scope of roles and responsibilities are clearly defined in the Charters of respective Committee. Committees put forward suggestions and recommendation to the Board as and when deemed necessary. Minutes of the Committee meetings are circulated to members of the Board periodically. The Board constantly evaluates the composition of the committees to comply with the requirements of Law and for the successful functioning of the Company.

The following table summarises the information about the Board Committees, their members and objectives:-

6.1 AUDIT COMMITTEE

S. No.	Members	Independent/ Non-independent
1	Mr. Jamal A Al-Hazeem	Non-Executive Independent Director
2	Mr. Hisham S Al-Saie	Non-Executive Independent Director
3	Mr. Hemant Joshi	Executive Director

Mr. Jamal A Al-Hazeem is the Chairman of the Audit Committee. The Audit Committee comprises of 3 directors. The Charter of the Audit Committee specifies the roles and responsibilities assigned to the Committee.

Competences of the Audit Committee Members:

- 1 Review the company's accounting and financial practices.
- 2 Review the credibility of the company's financial control, internal control and financial statements.
- 3 Review and present the company's financial statements to the Board and recommend to approve.
- 4 Discuss the significant accounting and financial policies and reporting issues for the financial year.
- 5 Review the company's compliance with legal requirements.
- 6 Consider and recommend to the Board the appointment, resignation or dismissal of an external auditor, determine the audit fees and compensations and oversee the auditor's work.
- 7 Discuss the significant observations of external and internal Auditors and the response from the management.
- 8 Review the company's risk management and internal audit functions.
- 9 Ensure existence of appropriate policies, procedures, systems, internal controls and guidelines in the Company.
- 10 Deal with any concerns arising from the 'whistleblower' program adopted by the Board to allow for concerns to be raised confidentially.
- 11 Review the details of all proposed deals and transactions to be made between the company and the related parties and make appropriate recommendations thereon to the Board of Directors.
- 12 Examine the independence of the external auditor at least once a year.

The Company should hold minimum of four Audit Committee meetings during each year. During the year, nine meetings of the Audit Committee were held.

The following table summarises the information about the members attendance in the Audit Committee meetings:

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

Members	23-02-2022	27-02-2022	11-05-2022	12-05-2022	10-08-2022	11-08-2022	09-11-2022	10-11-2022	% Attended
Mr. Jamal A Al-Hazeem	√	√	√	√	√	√	√	√	100%
Mr. Hisham S Al-Saie	√	√	√	√	√	√	√	√	100%
Mr. Hemant Joshi	√	√	√	√	√	√	√	√	100%

During the year, total fees paid to the members of the Audit Committee was BD 17,250/-.

6.2 Remuneration, Nomination & Corporate Governance Committee:

S. No.	Members	Independent/ Non-independent
1	Mr. Hisham S Al-Saie	Non-Executive Independent Director
2	Mr. Adel Abdulla Nass	Executive Director
3	Mr. Jamal A Al-Hazeem	Non-Executive Independent Director
4	Mr. Abdulla Nooruddin Abdulla Nooruddin	Non-Executive Independent Director

Mr. Hisham S Al-Saie is the Chairman of the Remuneration, Nomination & Corporate Governance Committee. The Remuneration, Nomination & Corporate Governance Committee comprises of four directors. The Charter of the Remuneration, Nomination & Corporate Governance Committee specifies the roles and responsibilities assigned to the Committee.

Competences of the Corporate Governance, Nomination & Safety Committee Members:

- 1 Consider and make specific recommendations to the Board on both the remuneration policy and the remuneration package for the chief executive officer and other senior officers.
- 2 Review the remuneration & sitting fees of the directors and making recommendations to the Board about their decision.
- 3 Ensure the Company's practices conform to its corporate governance policy and is aligned to good governance practices.
- 4 Review and ensure adequacy and integrity of the Company's internal control and management information systems, including systems for compliance with all applicable laws and regulations.
- 5 Ensure the Company adheres to the highest standards of ethics and corporate behavior.
- 6 Ensure appropriate financial planning, operating and reporting framework as well as a risk management framework is established.
- 7 Monitor the adequacy and implementation of the Company's Corporate Governance Framework.
- 8 Providing the Board with reports and recommendations based on its findings in the performance of its duties.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

- 9 Review the structure of the Board, periodically evaluate the directors' performance and make recommendations to the Board on the necessary changes that should be made to address weaknesses to achieve the company's interests.
- 10 Make recommendations to the Board from time to time on changes that the committee believes to be desirable in the management structure or in the job descriptions.
- 11 Ensure that adequate policies and procedures are in place for the evaluation of the performance of executive management.
- 12 Develop succession plans of senior management before the plans is presented to the Board for approval.

The Company should hold minimum of two meetings of Remuneration, Nomination & Corporate Governance Committee during each year. During the year, there was two meeting of Remuneration, Nomination & Corporate Governance Committee were held.

The following table summarises the information about the members attendance in the Remuneration, Nomination & Corporate Governance Committee meetings:

S. No.	Members	11-12-2022	26-12-2022	% Attended
1	Mr. Hisham S Al-Saie	√	√	100%
2	Mr. Adel Abdulla Nass	√	√	100%
3	Mr. Jamal A Al-Hazeem	√	√	100%
4	Mr. Abdulla Nooruddin Abdulla Nooruddin	√	√	100%

During the year, total fees paid to the members of the Remuneration, Nomination & Corporate Governance Committee was BD 3,000/-.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

6.3 Group Tender Committee

S. No.	Members	Independent/ Non-independent
1	Mr. Jamal A Al-Hazeem	Non-Executive Independent Director
2	Mr. Hisham S Al-Saie	Non-Executive Independent Director
3	Mr. Ghazi Abdulla Nass	Executive Director
4	Mr. Bashar Sameer Nass	Executive Director
5	Mr. Hemant Joshi	Executive Director

Mr. Jamal A Al-Hazeem is the Chairman of the Group Tender Committee. The Group Tender Committee comprises of five directors. The Charter of the Group Tender Committee specifies the roles and responsibilities assigned to the Committee.

Competences of the Group Tender Committee Members:

- 1 Establishing Intra-group pricing framework covering:
 - Bilateral pricing between two Group entities for regular business dealings;
 - Bid for special Tenders / contracts (below the threshold limit set by the Board);
 - Bid for special Tenders / contracts (above the threshold limit set by the Board).
- 2 Review and recommend the threshold limit to the Board for bidding process by any Group Entity;
- 3 Set the ground rules for engaging any other third party other than the Group Company;
- 4 Participate in the pricing process for tenders or bids of over the threshold limit set by the Board.
- 5 The Committee shall periodically review with the management of group entities, internal auditor regarding the intra-group pricing policy matters and take corrective action if required.

During the year there was one meeting of the Group Tender Committee were held. The following table summarises the information about the members attendance in the Group Tender Committee meetings:

S. No.	Members	13-04-2022	% Attended
1	Mr. Jamal A Al-Hazeem	√	100%
2	Mr. Hisham S Al-Saie	√	100%
3	Mr. Ghazi Abdulla Nass	√	100%
4	Mr. Bashar Sameer Nass	√	100%
5	Mr. Hemant Joshi	√	100%

During the year, total fees paid to the members of the Group Tender Committee was BD. 2,500/-.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

6.4 Claims and Recoveries Committee

S. No.	Members	Independent/ Non-independent
1	Mr. Sami Abdulla Nass	Executive Director
2	Mr. Ghazi Abdulla Nass	Executive Director
3	Mr. Jamal Al-Hazeem	Non-Executive Independent Director
4	Mr. Abdulla Nooruddin Abdulla Nooruddin	Non-Executive Independent Director

Mr. Sami Abdulla Nass is the Chairman of the Claims and Recoveries Committee. The Claims and Recoveries Committee comprises of 4 directors. The Charter of the Claims and Recoveries Committee specifies the roles and responsibilities assigned to the Committee.

Competences of Claims and Recoveries Committee Members:

1. To periodically review with the management of group entities receivables and claims.
2. To monitor and expedite the recovery process of overdue receivables and claims.

During the year there was one meeting of the Claims and Recoveries Committee were held. The following table summarises the information about the members attendance in the Claims and Recoveries Committee meetings:

Members	14-04-2022	% Attended
Mr. Sami Abdulla Nass	√	100%
Mr. Ghazi Abdulla Nass	√	100%
Mr. Jamal A Al-Hazeem	√	100%
Mr. Abdulla Nooruddin Abdulla Nooruddin	√	100%

During the year, no fees paid to the members of the Claims and Recoveries Committee.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

7. CORPORATE GOVERNANCE

Corporate Governance Code

The Board and the Company's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Company has established the Code which provides an ethical and legal framework for all employees in the conduct of its business. The Code also defines how the Company relates to its employees, shareholders and the community in which the Company operates.

The Board of Directors has adopted the Code and a Whistleblower Policy to monitor compliance with the ethical requirements of the Code. The Code provides clear directions on conducting business internationally, interacting with the Government entities, communities, business partners and general workplace behavior having regard to the best practice of corporate governance models and ethics. The Code also sets out a behavioral framework for all employees in the context of a wide range of ethical and legal issues.

Compliances with the corporate governance code

Management and Board of Directors ensure compliance with corporate governance framework and guidelines to ensure compliance with the Corporate Governance Code and that it did not take note of any non-compliance during the year ended 2022.

8. CORPORATE GOVERNANCE OFFICER

As per MOIC & T requirement the Company had appointed Corporate Governance Officer during 2018. The details of Corporate Governance Officer is as follows:

Name	Qualification	Date of Appointment	Contact Details
Ramesh Panigrahi	B.A. (Hons) Economics, AICMA, CMA and CPA from The American Institute of Certified Public Accountants, USA.	02-08-2018	Telephone No. 1772 5560 Mobile No. 3999 2301 Email id: ramesh@aanass.net compliance@nasscorporation.com

9. IRREGULARITIES COMMITTED DURING THE FINANCIAL YEAR

There was no irregularity committed during the year.

10. EXTERNAL AUDITORS

Fees and charges for the audit services provided by the external auditor during the year 2022, in addition to a description of the auditor's years of service as the Company's external auditor is as follows:

Name of the audit firm	KPMG Fakhro
Years of service as the Company's external auditor	17 years
Name of the partner in charge of the Company's audit	Mr. Jalil Al Aali
The partner's years of service as the partner in charge of the Company's audit	7 years
Total audit fees for the financial statements for the year 2022 (in BD)	BD 61,725/-
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2022 (in BD) if any. In the absence of such fees, this shall be expressly stated	BD 15,375/-

The Board of Directors propose to recommend re-appointment of M/S KPMG Fakhro as the Statutory Auditors of the Group for the year 2023.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

11. CONFLICT OF INTEREST

The company has a Conflict of Interest Policy in place which describes the procedures followed for any conflict of interest transactions. During the year 2022, necessary processes was followed as per Conflict of Interest Policy and proper due diligence was conducted for conflict of interest transaction.

12. RELATED PARTY TRANSACTIONS

All related party transactions are carried out at arm's length basis and approved by the management of the Company. No employee or director or member of executive management can trade in the shares with the material information which is not made public.

Below are the details of the related party transactions:

Related Party Transactions (Income) for the year 2022

S. No.	Name of Related Parties	Nature of Transaction	Figures in BD'000
1	Nass Contrack JV	Manpower, equipment hire and other services to Joint Venture	783
2	Abdulla Ahmed Nass & Sons Co. W.L.L.	Supply of goods, manpower and other services	102
3	Gulf City Cleaning Co. W.L.L.	Sale of equipment, spares, consumables and services	233
4	Allied Car Rental W.L.L.	Sale of spares and consumables, etc.	24
5	Nass Marine Services Co. W.L.L.	Civil works and services etc.	155
6	Abdulla Nass & Partners KSA	Sale/ hire of equipment	1,250
7	Nass Directors & Nass Family	Civil Works and supply of goods and services	412
8	Sarens Nass Middle East W.L.L.	Supply of goods, hire of manpower and other services	40
9	Bahrain Bulk Trade	Supply of goods	26
10	Other Related Parties	Supply of goods, other services, hire of equipment etc.	27
		Total	3,052

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

Related Party Transactions (Purchases) for the year 2022

S. No.	Name of Related Parties	Nature of Transaction	Figures in BD'000
1	Apollo Travel	Purchase of Air Tickets	566
2	Bahrain Building Chemicals W.L.L.	Purchase of construction chemicals, fly ash and micro silica	1,268
3	Dona Marine Co. W.L.L.	Hire of tug and barge for transportation of materials	1,172
4	Abdulla Ahmed Nass & Sons Co. W.L.L.	Hire of land, labour camp, staff accommodation, and other services	1,135
5	Abdulla Ahmed Nass & Sons	Executive management contract services	1,560
6	Sarens Nass Middle East W.L.L.	Hire of cranes and equipment	411
7	Allied Car Rental W.L.L.	Hire of vehicles & buses	581
8	Nass Corporation Directors	Hire of land, camp, staff accommodation	839
9	Gulf City Cleaning Co. W.L.L.	Cleaning , waste removal services and supply of manure	79
10	Abdulla Nass Partners Co.- KSA	Hire of manpower, equipment and agency services	292
11	Nature Organic Products	Supply of Fertilizers, etc.	50
12	Bahrain Bulk Trade	Supply of Aggregates	179
13	Nass Marine Services Co. W.L.L.	Supply of Services	71
14	Other Related Parties	Supply of goods, other services, hire of equipment etc.	23
		Total	8,226

13. MEANS OF COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company is committed to provide relevant and timely information to its shareholders, investors and regulators in accordance with its continuous disclosure obligations defined in the Code. Information is communicated to shareholders and regulators through the distribution of the Company's Annual Report and other information releases about the significant matters through the Company's website in a timely manner. The Board Secretary and Corporate Governance Officer are responsible for communications with the shareholders and regulators ensuring that the Company meets its continuous disclosures obligations as defined in the Code.

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

14. EVALUATION OF BOARD PERFORMANCE

The shareholders evaluate the performance of the Board of Directors and absolve them from liability in the Annual General Meeting.

The Board has introduced annual performance evaluations of Board, committees, individual directors and executive management in accordance with their respective terms of reference and appointment agreements with the aim of improving the effectiveness and contributions towards the Company.

The evaluation is designed to determine whether the Board, its committees, individual directors and executive management continues to be capable of providing the high level judgment required and are informed and up to date with the business and its goals and understand the context within which it operates.

15. CONTRIBUTIONS TOWARDS COMMUNITY DEVELOPMENT AND ENVIRONMENT PRESERVATION

Nass Corporation's corporate social responsibility initiatives cover a wide range of activities in charity, sports, environment and culture.

We actively encourage young Bahrainis to aspire to sporting excellence and encourage athletes to participate in sporting events.

Our contributions for 2022 are as follows:-

S. No.	Particulars	Amount in BHD
1.	Rashid Equestrian & Horseracing Club	4,000
2.	Charity to Needy	6,313
	TOTAL	10,313

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

16. COMPLIANCE WITH THE PROVISIONS OF THE CORPORATE GOVERNANCE CODE

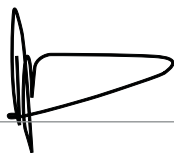
Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
<p>Principle 1: The Company shall be headed by an effective, qualified and expert board.</p>		√		As per CG Code Chairman of the Board shall be an Independent Director. However, the position of Chairman is held by the Founder member, whose experience, vision and continuous guidance has enhanced the company's stature and his contribution and support to management and shareholders benefit is extremely necessary.
<p>Principle 2: The directors and executive management shall have full loyalty to the company.</p>			√	
<p>Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.</p>		√		The Chairman of the Audit Committee is also a member in other Committees.
<p>Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors.</p>			√	
<p>Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.</p>			√	

CORPORATE GOVERNANCE DISCLOSURE

Nass Corporation BSC

Manama – Kingdom of Bahrain

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, authority, roles and responsibilities.			√	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			√	
Principle 8: The Company shall disclose its corporate governance.			√	
Principle 9: Adherence to Islamic Shari'a Inquire if the Shari'a Supervisory Board ("SSB") consists of at least 3 Shari'a scholars.				Not applicable
Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			√	
Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.			√	



Sameer Abdulla Nass
Chairman



Sami Abdulla Nass
Deputy Chairman

BOARD OF DIRECTORS' REPORT

To,

All our esteemed shareholders,

On behalf of the Board of Directors, it is our pleasure and privilege to present to you the 18th Annual Report and Audited Annual Accounts of Nass Corporation BSC (the “Company”) for the financial year ended 31st December 2022. The annual report includes the consolidated financial results of Nass Corporation BSC and subsidiaries (together the “Group”).



BOARD OF DIRECTORS' REPORT

for the year ended 31 December 2022

The performance of the Group for the financial year ended 31 December 2022 is summarized below:

Bahraini dinars '000

FINANCIAL HIGHLIGHTS	2022	2021
Revenue	124,356	95,042
Profit / (loss) before finance charges, depreciation and amortisation	7,218	(9,589)
Net profit / (loss) attributable to owners of the Company	589	(17,964)
Total assets	136,706	132,332
Total equity	38,259	37,798

APPROPRIATIONS	2022	2021
Transfer to statutory reserve	59	-
Proposed dividend	-	-
Donations and charity reserve	-	-

RESULTS OF THE GROUP

The year 2022 was the 18th year of operations for Nass Corporation BSC. The Group achieved a gross turnover of BD 124.356 million (BD 95.042 million for 2021) on which it achieved a profit before interest and depreciation of BD 7.218 million (incurred loss before interest and depreciation of BD 9.589 million for 2021) and a net profit attributable to owners of the Company of BD 0.589 million (net loss of BD 17.964 million for 2021).

Year 2022 witnessed reopening of global economy after easing of COVID-19 restrictions which lessened to an extent the burden of stressed construction sector. The recovery in oil prices, boosted GCC government revenues presenting an opportunity to push recovery with new investments and project awards. However, factors such as inflationary pressure on commodity prices caused by Russia-Ukraine conflict, increase in the lending rates by central banks globally, prolongation cost, delays in work certification and payments blotted the construction sector eventually building pressure on the margins. Despite stringent situations, the Group could end the year on a positive note. We wish to emphasize that fund conservation is crucial to meet the Group's business requirements and therefore Board has decided not to recommend dividend to the shareholders for the year 2022. The Board and the senior management will strive hard for improved performance in coming years and wish to acknowledge the support extended by the shareholders over the years.

The Group's major achievements during the year were, successful completion and handover of Al Sahel Hotel and Resort project, National Assembly VIP Gate project, securing awards of major projects namely Avenues Phase 2B and Hawar Hotel Development, and divestment of dredging subsidiary. Equally, senior management team, under the leadership of CEO Mr. Shawqi, is pushing hard to streamline the contractual terms with clients in order to be fair on either side. Likewise, efforts are on-going to recover and achieve a fair settlement on the entitlements with clients with few achieved during the year.

GCC region outlook for year 2023, supported by higher and stable oil price, appears to be more optimistic and less immune to global slow-down in comparison to other regions of world. Investment in oil, gas, infrastructure, and urban development works is expected to drive the construction sector in the region. At present, the Group has healthy work orders in hand which is expected to strengthen further with new awards in coming months. The Group will position itself to explore opportunities from the planned strategic projects that are expected in coming years such as Bahrain Marina, Bahrain Metro, and new King Hamad Causeway connecting Bahrain to KSA as well as opportunities emerging in KSA.

ORDER BOOK POSITION

The work-orders on hand of constituent divisions/companies (excluding Trading Divisions) at beginning of year 2023 amounts to a value of BD 131 million.

BOARD OF DIRECTORS' REPORT

for the year ended 31 December 2022

DISCLOSURE OF REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

The table below shows the remuneration of members of the Board of Directors and the Executive Management for the year ended 31 December 2022.

First: Remuneration of the Board of directors:

Name	Fixed remunerations			Variable remunerations					Aggregate amount (Does not include expense allowance)					
	Proposed Remunerations of the Chairman and BOD	Total allowance for attending Board and committee	Salaries	Others	Total	Remunerations of the Chairman and BOD	Bonus	Incentive plans		Others	Total	End-of-service award		
Independent Directors:														
1- Mr. Jamal A Al Hazeem	-	25,250	-	-	25,250	-	-	-	-	-	-	-	25,250	-
2- Mr. Hisham Al Saie	-	24,500	-	-	24,500	-	-	-	-	-	-	-	24,500	-
3- Mr. Abdulla Nooruddin	-	18,750	-	-	18,750	-	-	-	-	-	-	-	18,750	-

Executive Directors														
1- Mr. Sameer Abdulla Nass	-	18,000	150,000	-	168,000	-	-	-	-	-	-	-	168,000	-
2- Mr. Sami Abdulla Nass	-	18,000	120,000	-	138,000	-	-	-	-	-	-	-	138,000	-
3- Mr. Adel Abdulla Nass	-	18,750	100,000	-	118,750	-	-	-	-	-	-	-	118,750	-
4- Mr. Ghazi Abdulla Nass	-	18,500	100,000	-	118,500	-	-	-	-	-	-	-	118,500	-
5- Mr. Fawzi Abdulla Nass	-	18,000	100,000	-	118,000	-	-	-	-	-	-	-	118,000	-
6- Mr. Bashar Sameer Nass	-	18,500	45,000	-	63,500	-	-	-	-	-	-	-	63,500	-
7- Mr. Hemant Joshi	-	24,500	45,000	-	69,500	-	-	-	-	-	-	-	69,500	-
Total	-	202,750	660,000	-	862,750	-	-	-	-	-	-	-	862,750	-

Notes:

1. All amounts are stated in Bahraini Dinars.

BOARD OF DIRECTORS' REPORT

for the year ended 31 December 2022

CORPORATE GOVERNANCE

Your Company desire to achieve highest standards of ethical conduct with proactive Corporate Governance Plan, abiding to best practices and is making satisfactory progress in that direction. The guidelines stipulated by the regulatory agencies are being followed pro-actively. A detailed report on the Corporate Governance compliance forms part of the documentation being provided to the shareholders at the ensuing Annual General Meeting on 29th March 2023. With global focus on ESG (Environmental, Social and Governance), we will initiate developing ESG road map in order to set targets for achieving sustainable development ambitions.

The Audit Committee is actively involved in the various aspects of corporate functioning with a view to strengthen the existing Management Information Systems and Internal Control Systems and is involved in providing directions on policy issues.

Internal Audit function that has been outsourced to professional auditors is being carried out satisfactorily with special emphasis on risk management and corporate governance issues. The Group's 'Compliance Manager' who looks after the day-to-day compliance matters as required by the regulatory authorities is pro-actively following the regulatory guidelines.

Second: Executive management remuneration details:

EXECUTIVE MANAGEMENT	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 2021	Aggregate Amount
Remunerations of top 6 executives (including CEO and Chief Financial Officer).	516,862	21,423	-	538,285
Notes: All amounts are stated in Bahraini Dinars.				

AUDITORS

The Board of Directors propose to recommend re-appointment of M/S KPMG Fakhro as the Statutory Auditors of the Group for the year 2023.

EMPLOYEE RELATIONS

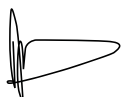
The relations between the Management and employees of the Group continue to remain cordial. On behalf of the Board of Directors, we sincerely acknowledge and appreciate the contribution and commitment of employees at all levels amidst the challenging circumstances.

ACKNOWLEDGEMENTS

On behalf of all the shareholders and the Board of Directors, we take this opportunity to express our sincere gratitude and appreciation to His Majesty King Hamad Bin Isa Al Khalifa, King of the Kingdom of Bahrain, to His Royal Highness Prince Salman Bin Hamad Al Khalifa, the Crown Prince and Prime Minister, and to all Government Ministries and Institutions, especially the Ministry of Finance, Ministry of Industry and Commerce, the Central Bank of Bahrain and the Bahrain Bourse for their continuing support.

We also appreciate support extended to us by our shareholders, bankers, financial institutions, suppliers, and business associates, share registrar, our Statutory Auditors M/S KPMG Fakhro and our Internal Auditors BDO for the year 2022.

On behalf of Board of Directors
Nass Corporation BSC



Sameer Abdulla Nass
Chairman

Date: 27th February 2023



Sami Abdulla Nass
Deputy Chairman

CONSOLIDATED FINANCIAL STATEMENTS 2022

Contents

46	Independent auditors' report to the shareholders
50	Consolidated statement of financial position
51	Consolidated statement of profit or loss and other comprehensive income
52	Consolidated statement of changes in equity
53	Consolidated statement of cash flows
54	Notes to the consolidated financial statements



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

Nass Corporation BSC | Manama – Kingdom of Bahrain



KPMG Fakhro
 12th floor, Fakhro Tower
 PO Box 710, Manama
 Kingdom of Bahrain

CR No. 6220
 Telephone: +973 17 224 807
 Fax: +973 17 227 443
 Website: home.kpmg/bh

To the Shareholders of

Nass Corporation BSC
 P.O. Box 669, Manama
 Kingdom of Bahrain

Opinion

We have audited the consolidated financial statements of Nass Corporation BSC (the “Company”) and its subsidiaries (together the “Group”), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors’ responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (IESBA Code), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Kingdom of Bahrain, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Contract accounting and revenue recognition

Refer to accounting policy in note 3 (k) and disclosure in note 19 to the consolidated financial statements.

The key audit matter	How the matter was addressed in our audit
<p>Determination of revenue to be recognized on construction contracts is a key audit matter because of the judgment involved in identifying the separate performance obligations within a contract and determining when control over goods and services transfers to the customer. Revenue is recognized based on contract costs to date as percentage of total forecast costs.</p> <p>An error in the contract forecast could result in a material variance</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> evaluating the Group’s process for identifying the separate performance obligations within a contract and for determining the contract price; reviewing all significant contracts and discussing with management to obtain an understanding of the specific terms and risk, which informed our consideration of whether revenue was appropriately recognised; evaluating the design and testing the operating effectiveness of internal controls over the accuracy and timing of revenue recognised in the consolidated financial statements, including controls over detailed contract reviews performed by management that includes estimating total cost and stage at which control is transferred to the customer; evaluating the financial assessment of the contract progress over time

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

Nass Corporation BSC | Manama – Kingdom of Bahrain

The key audit matter (continued)	How the matter was addressed in our audit (continued)
<p>in the amount of profit or loss recognized to date and therefore also in the current period.</p> <p>The forecast profits on contracts include key judgments over the expected recovery of costs arising from variations and claims. The inclusion of these amounts in the contract forecast where they are not recoverable could result in a material error in the level of profit or loss recognized by the Group.</p>	<p>through discussion with project managers and commercial managers and comparing the outcome of our discussion with the underlying records;</p> <ul style="list-style-type: none"> • assessing a sample of forecast costs to complete for reasonableness by evaluating the basis of the calculation based on the monthly contract review summary prepared by project managers and considering the performance of those contracts and costs post- year end; • evaluating the accuracy of management forecasting by comparing the historical financial performance of ongoing and completed contracts with original budgets and forecast margins for those contracts; • assessing significant exposure to contract variations, claims and liquidated damages for late delivery of work by evaluating management estimates included in the monthly contract review summary, which tracks the nature, quantum and status of such exposures. We also assessed other underlying records, if any, such as legal and third party expert reports commissioned by the Group over contentious positions; and • evaluating the adequacy of the Group's disclosures in relation to contract accounting and revenue recognition by reference to the requirements of the relevant accounting standards.

The adequacy of expected credit loss provision on trade receivables and contract assets

Refer to accounting policy in note 3 b (iv) and disclosure relating to credit risk in note 26 (b).

The key audit matter	How the matter was addressed in our audit
<p>We focused on this area because:</p> <ul style="list-style-type: none"> • of the significance of the Group's trade receivables and contract assets representing 55% of total assets (by value); • significant management judgment is involved over both timing and recognition of impairment; and • use of inherently judgmental complex models and methodologies for determination of expected credit losses. 	<ul style="list-style-type: none"> – Our audit procedures included • we involved our information technology and credit risk specialists to assist us with: <ul style="list-style-type: none"> » evaluating the appropriateness of the Group's expected credit loss model under IFRS 9; » evaluating the design and testing operating effectiveness of the relevant controls over the completeness and accuracy of the key inputs and assumptions used in the Expected Credit Loss (ECL) model; » testing relevant controls over the transfer of data between underlying source systems and the impairment models; » evaluating the reasonableness of assumptions and key inputs used in the model; » evaluating and testing relevant controls over the governance and assessment of the output of the ECL model, authorisation and review of post model adjustments and management overlays; and » testing the accuracy of ageing of receivables. • evaluating the adequacy of the Group's disclosures related to ECL for trade and other receivables and contract assets by reference to the requirements of the relevant accounting standards.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

Nass Corporation BSC | Manama – Kingdom of Bahrain

Other information

The board of directors is responsible for the other information. The other information comprises the annual report but does not include the consolidated financial statements and our auditors' report thereon. Prior to the date of this auditors' report, we obtained the board of directors' report which forms part of the annual report, and the remaining sections of the annual report are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we have obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Board of Directors for the Consolidated Financial Statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Standards, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

Nass Corporation BSC | Manama – Kingdom of Bahrain

consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Regulatory Requirements

- 1) As required by the Commercial Companies Law, we report that:
 - a) the Company has maintained proper accounting records and the consolidated financial statements are in agreement therewith;
 - b) the financial information contained in the board of directors' report is consistent with the consolidated financial statements;
 - c) we are not aware of any violations during the year of the Commercial Companies Law or the terms of the Company's memorandum and articles of association that would have had a material adverse effect on the business of the Company or on its financial position; and
 - d) satisfactory explanations and information have been provided to us by management in response to all our requests.
- 2) As required by the Ministry of Industry and Commerce in their letter dated 30 January 2020 in respect of the requirements of Article 8 of Section 2 of Chapter 1 of the Corporate Governance Code, we report that the Company has:
 - a) a corporate governance officer; and
 - b) a Board approved written guidance and procedures for corporate governance.

The engagement partner on the audit resulting in this independent auditors' report is Jalil AlAali.



KPMG Fakhro
Partner Registration Number 100
27 February 2023

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2022

Bahraini dinars '000

	Note	2022	2021
ASSETS			
Property, plant and equipment	5	23,163	25,675
Right-of-use assets	6	4,577	5,301
Equity accounted investees	7	942	1,017
Total non-current assets		28,682	31,993
Inventories	8	7,236	7,569
Trade and other receivables	9	54,731	51,228
Contract assets	10	28,345	22,692
Due from related parties	11	2,666	1,201
Deposits with banks		352	1,070
Cash and cash equivalents	12	14,694	16,579
Total current assets		108,024	100,339
Total assets		136,706	132,332
EQUITY			
Share capital	13	22,000	22,000
Treasury shares	13	(1,597)	(1,597)
Statutory reserve	14	8,826	8,767
Retained earnings		7,267	6,737
Donations and charity reserve		42	48
Equity attributable to owners of the Company		36,538	35,955
Non-controlling interest		1,721	1,843
Total equity		38,259	37,798
Liabilities			
Lease liabilities	6	3,638	4,024
Bank loans	15	3,794	6,032
Employee benefits	16	7,460	7,047
Total non-current liabilities		14,892	17,103
Trade and other payables	17	29,592	33,726
Lease liabilities	6	1,192	1,499
Contract liabilities	18	20,286	12,724
Employee benefits	16	3,453	3,631
Due to related parties	11	7,590	8,150
Bills payable		5,359	2,041
Bank loans	15	2,522	2,695
Bank overdrafts	12	13,561	12,965
Total current liabilities		83,555	77,431
Total liabilities		98,447	94,534
Total equity and liabilities		136,706	132,332

The consolidated financial statements were approved by the Board of Directors on 27 February 2023 and signed on its behalf by:



Sameer Abdulla Nass
Chairman



Sami Abdulla Nass
Deputy Chairman

The accompanying notes 1 to 30 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2022

Bahraini dinars '000

	Note	2022	2021
Revenue	19	124,356	95,042
Cost of sales		(114,024)	(98,224)
Gross profit / (loss)		10,332	(3,182)
Other income	20	1,485	2,569
General and administrative expenses	21	(9,667)	(12,216)
Impairment charge on financial assets, net	22	(421)	(3,954)
Finance income		101	77
Finance cost		(1,258)	(1,138)
Share of profit from equity accounted investees, net	7	-	37
Profit / (loss) for the year		572	(17,807)
Other comprehensive income		-	-
Total comprehensive income for the year		572	(17,807)
Profit / (loss) and total comprehensive income for the year attributable to:			
Owners of the Company		589	(17,964)
Non-controlling interest		(17)	157
		572	(17,807)
Earnings per share			
Basic and diluted earnings per share (Fils)	23	2.74	(83.52)



Sameer Abdulla Nass
Chairman



Sami Abdulla Nass
Deputy Chairman

The accompanying notes 1 to 30 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2022

Bahraini dinars '000

Attributable to shareholders of the Company							Non-controlling interest	Total Equity
2022	Share capital	Treasury shares	Statutory reserve	Retained earnings	Donations & charity reserve	Total		
At 1 January 2022	22,000	(1,597)	8,767	6,737	48	35,955	1,843	37,798
Profit / (loss) and total comprehensive income for the year	-	-	-	589	-	589	(17)	572
Transfer to statutory reserve	-	-	59	(59)	-	-	-	-
Dividend declared for 2021	-	-	-	-	-	-	(105)	(105)
Utilization of donation and charity reserve	-	-	-	-	(6)	(6)	-	(6)
At 31 December 2022	22,000	(1,597)	8,826	7,267	42	36,538	1,721	38,259

Attributable to shareholders of the Company							Non-controlling interest	Total Equity
2021	Share capital	Treasury shares	Statutory reserve	Retained earnings	Donations & charity reserve	Total		
At 1 January 2021	22,000	(1,597)	8,767	24,701	56	53,927	2,379	56,306
(Loss)/ profit and total comprehensive income for the year	-	-	-	(17,964)	-	(17,964)	157	(17,807)
Dividend declared for 2020	-	-	-	-	-	-	(718)	(718)
Contribution from non-controlling interest	-	-	-	-	-	-	25	25
Utilization of donation and charity reserve	-	-	-	-	(8)	(8)	-	(8)
At 31 December 2021	22,000	(1,597)	8,767	6,737	48	35,955	1,843	37,798

The accompanying notes 1 to 30 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2022

Bahraini dinars '000

	Note	2022	2021
Cash flows from operating activities			
Profit / (loss) for the year		572	(17,807)
<i>Adjustments for:</i>			
Depreciation of property, plant and equipment	5	3,770	5,200
Amortisation on right of use assets	6	1,618	1,880
Gain on sale of a subsidiary	24	(120)	-
Impairment of trade and other receivables (net)	9	435	3,031
Reversal of impairment on contract assets	10	(29)	(147)
Impairment of due from related parties	22	18	1,073
Impairment on property, plant and equipment	5	-	457
Gain on disposal of property, plant and equipment	20	(481)	(1,527)
Liabilities written back	20	(267)	-
Share of profit from equity accounted investees	7	-	(37)
Employee benefits	16	2,934	3,235
Changes in:			
<i>Inventories</i>		333	(606)
Trade and other receivables		(3,938)	4,713
Contract assets		(5,624)	13,691
Due from related parties		(1,483)	815
Trade and other payables		(4,178)	(811)
Contract liabilities		7,562	4,593
Employee benefits paid	16	(2,699)	(3,322)
Due to related parties		(560)	(736)
Bills payable		3,318	(888)
Net cash generated from operating activities		1,181	12,807
Cash flows from investing activities			
Purchase of property, plant and equipment	5	(2,290)	(3,471)
Proceeds on sale of property, plant and equipment		633	1,318
Proceeds from sale of a subsidiary	24	1,000	-
Dividend from equity accounted investees	7	75	685
Movement on deposits with banks		718	234
Maturity proceeds of other assets		-	283
Net cash generated from/ (used) in investing activities		136	(951)
Cash flows from financing activities			
Proceeds from bank loans	15	936	764
Repayment of bank loans	15	(3,347)	(1,791)
Payment of lease liabilities		(1,276)	(1,535)
Dividends paid to non-controlling interests		(105)	(718)
Donations paid		(6)	(8)
Net cash used in financing activities		(3,798)	(3,288)
Net (decrease)/ increase in cash and cash equivalents		(2,481)	8,568
Cash and cash equivalents at 1 January		3,614	(4,954)
Cash and cash equivalents at 31 December	12	1,133	3,614

The accompanying from 1 to 30 are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

1. REPORTING ENTITY

Nass Corporation BSC (the “Company”) is a public shareholding company listed on the Bahrain Bourse incorporated and registered in Bahrain on 9 March 2006 under commercial registration number 60037.

The Company and its subsidiaries (together the “Group”) are mainly engaged in civil engineering, mechanical and electrical contracting, manufacture and supply of manpower to related contracting activities. It is also involved in the sale of ready mixed concrete, ice blocks, spare parts, foodstuff, and general trading and undertakes contracts relating to precast concrete and water supply.

The Company operates through branches number 60037-2 to 60037-11.

The consolidated financial statements for the year ended 31 December 2022 comprise the results of the Company and its subsidiaries and the Group’s interest in associates and joint ventures. Unless otherwise stated, the subsidiaries, joint ventures and associates as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group and the proportion of ownership interests held equals to the voting rights held by Group.

The Group’s material subsidiaries, interest in joint ventures and associates are as below:

Subsidiaries

Name of the entity	Country of incorporation	Proportion of ownership and voting power held by the Group	Principal activities
Nass Contracting Company W.L.L.	Bahrain	100%	Civil engineering
Nass Mechanical Contracting Company W.L.L.	Bahrain	100%	Mechanical fabrication and maintenance
Nass Electrical Contracting Co. W.L.L.	Bahrain	100%	Electrical contracting
Delmon Readymix Concrete and Products Company W.L.L.	Bahrain	80%	Ready mixed concrete
Delmon Precast W.L.L.	Bahrain	80%	Precast concrete
Nass Contracting Co. Huta Hegerfeld Saudia JV W.L.L.	Bahrain	75%	Construction of roads, utility projects and other civil engineering projects.
Nass & Nassir Hazza Al Subaie for Contracting W.L.L.	Bahrain	51%	Construction of roads, utility projects and other civil engineering projects.

Joint ventures

Name of the entity	Country of incorporation	Proportion of ownership and voting power held by the Group	Principal activities
Nass Contrack Joint Venture	Bahrain	50%	General contracting
Nass Burhan Joint Venture	Bahrain	50%	General contracting
Nass Contrack Watts Joint Venture	Bahrain	50%	General contracting

Associates

Name of the entity	Country of incorporation	Proportion of ownership and voting power held by the Group	Principal activities
Dona Marine Co. W.L.L.	Bahrain	33.33%	Transportation of bulk materials by marine vessels.

The subsidiaries, associates and joint ventures have the same financial year end as the Company. All joint ventures are unincorporated and located in Bahrain.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

2. BASIS OF PREPARATION

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and in conformity with the requirements of the Commercial Company Law 2001 (as amended).

Going concern basis of accounting

The board of directors continues to have a reasonable expectation that the Group has adequate resources to continue in operation for at least the next 12 months and that the going concern basis of accounting remains appropriate (refer note 4 (a) and note 26 (c)).

b) Basis of measurement

The consolidated financial statements have been drawn up from the accounting records of the Group under the historical cost convention.

c) New standards and amendments to standards effective from 1 January 2022

The following amendment which became effective as of 1 January 2022 is relevant to the Group and is adopted during the year.

(i) *Onerous contracts – cost of fulfilling a contract (amendments to IAS 37)*

The Group has adopted Onerous Contracts - Costs of Fulfilling a Contract (Amendments to IAS 37) from 1 January 2022. This resulted in a change in accounting policy for performing an onerous contracts assessment. Previously, the Group included only incremental costs to fulfil a contract when determining whether that contract was onerous. The revised policy is to include both incremental costs and an allocation of other direct costs.

The amendments apply prospectively to contracts existing at the date when the amendments are first applied. The Group has analysed all contracts existing at 1 January 2022 and determined that none of them would be identified as onerous applying the revised accounting policy- i.e. there is no impact on the opening equity balances as at 1 January 2022 as a result of the change.

d) New standards and amendments to standards issued but not yet effective

A number of new standards and amendments to standards are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted; however, the Group has not early applied the following new or amended standards in preparing these consolidated financial statements.

(i) *Classification of liabilities as current or non-current (Amendments to IAS 1)*

Under existing IAS 1 requirements, companies classify a liability as current when they do not have an unconditional 'right to defer' settlement of the liability for at least twelve months after the end of the reporting period. As part of its amendments, the requirement for a right to be unconditional has been removed and instead, now requires that a right to defer settlement must have substance and exist at the end of the reporting period. This assessment may require management to exercise interpretive judgement.

Further, 'a right to defer' exists only if the company complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date. This new requirement may change how companies classify rollover facilities, with some becoming non-current.

The amendments state that settlement of a liability includes transferring a company's own equity instruments to the counterparty. When classifying liabilities as current or non-current, a company can ignore only those conversion options that are recognized as equity. Therefore, companies may need to reassess the classification of liabilities that can be settled by the transfer of the company's own equity instruments – e.g. convertible debt.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. Adoption of this amendment is not expected to have a significant impact on the consolidated financial statements of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

2. BASIS OF PREPARATION (CONTINUED)

d) New standards and amendments to standards issued but not yet effective (continued)

(ii) Definition of accounting estimates

The amendments introduce a new definition for accounting estimates: clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.

Developing an accounting estimate includes both selecting a measurement technique and choosing the inputs to be used when applying the chosen measurement technique. The effects of changes in such inputs or measurement techniques are changes in accounting estimates. The definition of accounting policies remains unchanged.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. Adoption of this amendment is not expected to have a significant impact on the consolidated financial statements of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These accounting policies have been consistently applied by the Group and are consistent with those applied in prior years except for those changes arising from those new standards and amendments to standards applied during the year.

a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an investee if it is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control effectively ceases.

(ii) Transactions and non-controlling interest

Interests in the equity of subsidiaries not attributable to the Company are reported in consolidated equity as non-controlling interest. Non-controlling interests are recognised initially at their share of the identifiable assets, liabilities and contingent liabilities recognised in the purchase accounting, excluding goodwill. Profits or losses attributable to non-controlling interests are reported in the consolidated statement of profit or loss and other comprehensive income as profit or loss attributable to non-controlling interests.

The Group applies a policy of treating transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(iii) Interests in equity-accounted investees

Equity accounted investees comprise associates and joint ventures. Associates are those enterprises in which the Group holds, between 20% and 50% of the voting power and exercises significant influence, but not control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement rather than rights to its assets and obligations for its liabilities.

The Group reports its interest in associates and joint ventures using the equity method. They are initially recognised at cost which includes transaction costs; and subsequently the carrying amount is increased or decreased to recognise the investor's share of the profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence or joint control ceases of the investee after the date of acquisition. Distributions received from an investee reduce the carrying amount of the investment.

When the Group's share of losses exceeds its interest in an associate or a joint venture, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or the joint venture.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions with subsidiaries are eliminated in preparing the consolidated financial statements. Intra-group gains on transactions between the Group and its equity accounted associates and joint ventures are eliminated to the extent of the Group's interest in the investees. Unrealised losses are also eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

b) Financial instruments

Financial assets of the Group comprise trade and other receivables, contract assets, due from related parties, deposits with banks and cash and cash equivalents. Financial liabilities of the Group comprise lease liabilities, bank loans, trade and other payables, due to related parties, bills payable and bank overdrafts.

(i) Recognition and initial measurement

Trade and other receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI) or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in consolidated profit or loss. Any gain or loss on de-recognition is recognised in consolidated profit or loss.

(iii) De-recognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On de-recognition of a financial liability, the difference between the carrying amount extinguished and the consideration (including any non-cash assets transferred or liabilities assumed) is recognised in consolidated profit or loss.

(iv) Impairment of financial assets

The Group recognises loss allowances for Expected Credit Losses (ECL) on financial assets measured at amortised cost and contract assets.

The Group measures loss allowances for trade and other receivables and contract assets based on simplified approach at an amount equal to lifetime ECLs. For bank balances, measurement of loss allowances is based on 12-month ECL.

When determining whether the credit risk of a financial asset at amortised cost has increased significantly since initial recognition when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due for private customers, and 271 days past due for government entities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement of ECLs

Trade receivables and contract assets - (Simplified approach)

The Group uses allowance matrix to measure the ECLs of trade and other receivables and contract assets.

Loss rates are calculated using a 'roll rate (net-flow)' method based on the probability of a receivable progressing through successive stages of delinquency to the loss bucket. Recovery from the loss bucket is also considered for computing the historical loss rates. Roll rates are calculated separately for exposures in different segments based on the customer's common credit risk characteristics. Loss rates are based on actual credit loss experience over the past five years. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and group view of economic conditions over the expected lives of the receivables. The forward looking adjustment of the loss rates is based on a qualitative score card which factors the management's view on the future economic and business conditions.

Cash and cash equivalents – (General approach)

Impairment on cash and cash equivalents has been measured on a 12-month expected credit loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are impaired. A financial asset at amortised cost is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset and contract asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due for all receivables and contract assets other than receivables from government where 271 days past due is considered as default; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

Presentation of allowance for ECL in the consolidated statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. Financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

c) Foreign currency transactions

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional" currency). The consolidated financial statements are presented in Bahraini Dinars, which is the Group's functional and presentation currency, and are presented in thousands, except specifically stated otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(ii) Transactions and balances

Transactions in foreign currencies are translated to Bahraini dinars, which is the Group's measurement currency, at the foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the consolidated statement of financial position date are translated into Bahraini dinars at the foreign exchange rate ruling at that date. All foreign exchange differences arising on conversion and translation are recognised in consolidated profit or loss.

(iii) Group companies

The Group does not have any significant investment in foreign operations. Majority of the Group entities functional currencies are BHD and USD, and hence, the translation of financial statements of the group entities do not result in significant exchange differences.

d) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments – the Group applied this approach to all other leases.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments, if necessary, to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in consolidated profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'right-of-use assets' and lease liabilities in the consolidated statement of financial position.

Short term leases and lease of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Extension options

Some leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

e) Property, plant & equipment

(i) Owned assets

Property, plant and equipment which include capital work-in-progress are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, the costs of dismantling and removing the items and restoring the site on which they are located, capitalised borrowing costs, and any other costs directly attributable to bringing the assets to a working condition for their intended use.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount. Capital work-in-progress relating to property, plant and equipment is stated at cost less impairment losses, if any. Any gain or loss on disposal of an item of property, plant and equipment is recognised in consolidated profit or loss.

(ii) Subsequent measurement

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately, is capitalised. Other subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the item of property, plant and equipment. All other expenditure is recognised in consolidated profit or loss as an expense as incurred. The capital work-in-progress is transferred to respective block of property, plant and equipment once it is ready to use.

(iii) Depreciation

Depreciation is charged to consolidated profit or loss on a straight-line basis over the estimated useful lives of items of property, plant and equipment. No depreciation is charged on freehold land. The estimated useful lives are as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment class	Estimated useful life in years
Buildings	3 – 15
Improvements on leasehold land	3 – 15
Plant, machinery and motor vehicles	3 – 15
Vessels and barges	10 – 15
Office equipment, furniture and fixtures	1 – 5

f) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, (other than inventories), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in consolidated profit or loss. Impairment losses of other assets are recognised in prior periods and assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of food inventory is determined on the First In First Out (FIFO) basis. The cost of all other inventory is determined on a weighted average basis according to the nature of specific business segments. The cost includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net Realisable Value (NRV) is the estimated selling price in the ordinary course of business, less the estimated selling expenses.

h) Cash and cash equivalents

Cash and cash equivalents comprises cash and bank balances and short-term bank deposits with original maturities of three months or less when acquired which are subject to insignificant risk of changes in fair value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents are presented net of bank overdrafts.

i) Contract assets and contract liabilities

Contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer.

Contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognised over time.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) Provisions

A provision is recognised in the consolidated statement of financial position when the Group has a legal or constructive obligation as a result of a past event that can be measured reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

k) Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer.

(i) Contract revenue

The Group has determined that for construction contracts, the customer controls all of the work in progress as the work is being performed. This is because these are made to a customer's specification and generally at the client's premises. If a contract is terminated by the customer, then the Group is entitled to reimbursement of the costs incurred to date, including a reasonable margin. Invoices are issued according to contractual terms. Un-invoiced amounts are presented as contract assets net of any expected credit losses.

Revenue against variations are recognized based on the estimate of the most likely amount only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. If variations are for distinct services from original contract, the variations are accounted for as a separate contract else it is accounted for as a modification of the original contract. Contracts which are negotiated with a same commercial objective and relate to a single performance obligation with the same customer are combined and accounted for as a single contract.

Revenue is recognised over time based on contract costs incurred to date as a percentage of total forecast cost. The related costs are recognised in consolidated profit or loss when they are incurred. Advances received are included in "contract liabilities".

(ii) Sale of goods

Customers obtains control when the goods are delivered to and have been accepted at their premises or on delivery to the customer's agents. Revenue is recognised at a point in time when the goods are delivered and have been accepted by customers at their premises.

l) Employee benefits

(i) Bahraini employees

Pensions and other social benefits for Bahraini employees are covered by the Social Insurance Organisation scheme to which employees and employers contribute monthly on a fixed-percentage-of-salaries basis. The Group's contribution to this scheme, which represents a defined contribution scheme under IAS 19 - Employee Benefits, is expensed as incurred.

(ii) Expatriate employees

Expatriate employees are entitled to leaving indemnities payable under the Bahraini Labour Law for the Private Sector effective in 2012, based on length of service and final remuneration. Provision is made for amounts payable under the local labour law based on the employees accumulated periods of service since the previous settlement dates and latest entitlements to salaries and allowances at the consolidated statement of financial position date.

m) Finance income and expense

Finance income and expense is recognised using the effective interest method.

n) Treasury shares

Where the Company purchases its own equity share capital, the consideration paid, including any attributable transaction costs, are deducted from total equity and recorded as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any gain or loss is included in equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

o) Statutory reserve

In accordance with the Commercial Companies Law, a minimum of 10% of the profit for the year is appropriated to a statutory reserve, until it reaches 50% of the paid-up share capital. This reserve is not normally distributable, except in the circumstances stipulated in the Commercial Companies Law.

p) Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to owners of the Company by the weighted average number of shares outstanding during the year excluding the average number of ordinary shares purchased by the Company and held as treasury shares.

q) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's 'chief operating decision maker' (Board of Directors) to make decisions about resource allocation to each segment and assess its performance and for which discrete financial information is available. An operating segment is divided into business segments. For management purposes, the Group is organised into two major business segments.

r) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

s) Trade payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

t) Government grants

Government grants are recognised in consolidated profit or loss on a systematic basis over the periods in which the Group recognises expenses for which the grants are intended to compensate. In the case of grants related to assets, requires setting up the grant as deferred income or deducting it from the carrying amount of the asset.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS IN APPLYING ACCOUNTING POLICIES

The Group makes accounting estimates and judgements that affect the application of the Group's accounting policies and the reported amount of assets liabilities, income and expenses. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

a) Judgment

- Note 3 (k) - revenue recognition: whether revenue from contract is recognised over time or at a point in time. Determining when control transfers to the customer requires significant judgement.
- Going concern: whether there are material uncertainties that may cast significant doubt on the entity's ability to continue as a going concern.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

For the year ended 31 December 2022, the Group achieved a net profit of BD 572 (2021: net loss of BD 17,807). The Group's current assets as at 31 December 2022 were BD 108,024 (31 December 2021: BD 100,339) compared to current liabilities of BD 83,555 (31 December 2021: BD 77,431).

The Group has BD 15,046 (31 December 2021: BD 17,649) of resources comprising cash and cash equivalents and deposits with banks. It also has sufficient unused credit facilities available at the date of authorisation of these consolidated financial statements.

The appropriateness of the going concern basis of accounting is dependent on the ability of the Group to having access to sufficient external resources and continued availability of borrowings by compliance with loan covenants.

The Group has utilized bank overdrafts of BD 13,561 (31 December 2021: BD 12,965) and term loans of BD 6,316 (31 December 2021: BD 8,727) from local banks requiring compliance with financial covenants. As at the date of authorisation of the consolidated financial statements, the Group has sufficient headroom on its facilities.

Also, to respond to a severe downside scenario, the board of directors has the ability to take the following mitigating actions to reduce costs, optimise the Group's cash flow and preserve liquidity:

- reducing non-essential capital expenditure and deferring or cancelling discretionary spend;
- reducing staff headcount; and
- freezing non-essential recruitment.

Based on these factors, the board of directors has a reasonable expectation that the Group has adequate resources and sufficient credit facilities available to support any cash shortfall and provide sufficient resources to continue with the business as a going concern for at least 12 months from the date of these consolidated financial statements.

b) Estimates and assumptions

- Note 3 (k) - revenue recognition: estimate of future cost to completion
- Note 3 (b) - measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the weighted average loss rate.
- Note 3 (f) - impairment testing of property plant and equipment: key assumptions underlying the recoverable amounts.
- Note 3 (g) - Impairment testing of inventory. Key assumptions underlying NRV.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

5. PROPERTY, PLANT AND EQUIPMENT

2022	Land and buildings	Improvements on leasehold land	Plant, machinery, vehicles, vessels and barges	Office equipment, furniture & fixtures	Capital work in progress	Total
Cost						
At 1 January 2022	18,389	6,096	56,455	1,275	563	82,778
Additions	-	4	1,104	31	1,151	2,290
Transfer from capital work in progress	225	92	376	110	(803)	-
Disposals	-	(619)	(4,564)	(71)	(10)	(5,264)
At 31 December 2022	18,614	5,573	53,371	1,345	901	79,804
Depreciation and impairment losses						
At 1 January 2022	5,510	3,798	46,747	1,048	-	57,103
Depreciation	359	331	2,976	104	-	3,770
Disposals	-	(601)	(3,560)	(71)	-	(4,232)
At 31 December 2022	5,869	3,528	46,163	1,081	-	56,641
Net book value At 31 December 2022	12,745	2,045	7,208	264	901	23,163

The depreciation charge has been allocated to cost of sales BD 3,137 (2021: BD 4,404) and general and administrative expenses BD 633 (2021: BD 796).

2021	Land and buildings	Improvements on leasehold land	Plant, machinery, vehicles, vessels and barges	Office equipment, furniture & fixtures	Capital work in progress	Total
Cost						
At 1 January 2021	17,758	5,241	61,447	1,156	1,406	87,008
Additions	15	5	1,183	162	2,106	3,471
Transfer from capital work in progress	658	1,281	958	52	(2,949)	-
Disposals	(42)	(431)	(7,133)	(95)	-	(7,701)
At 31 December 2021	18,389	6,096	56,455	1,275	563	82,778
Depreciation and impairment losses						
At 1 January 2021	4,954	3,657	49,219	1,058	-	58,888
Depreciation	598	381	4,150	71	-	5,200
Impairment	-	187	266	4	-	457
Disposals	(42)	(427)	(6,888)	(85)	-	(7,442)
At 31 December 2021	5,510	3,798	46,747	1,048	-	57,103
Net book value At 31 December 2021	12,879	2,298	9,708	227	563	25,675

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Properties of the Group

No	Address	Description	Existing use	Type and Tenure	Average age of the property	Net book value
1	Plot No. 7019248 & 7019250 Salmabad	Land	Business	Freehold	30 -33 years	328
2	Plot No. 07019249, Building No. 1295, Road 239, Salmabad 702	Building Land	Business	Mortgaged	24 years 3 year	14 3,885
3	Plot No. 4 (01-00-9078) Hidd Industrial Area	Office/Workshop/ Stores Building	Business	Leasehold for 10 years renewable	16 years	336
4	Plot No. 07019247 Salmabad	Land	Business	Freehold	11 year	1,753
5	Plot No. 1359, Ras Zuwaid	Land and Building	Business	Freehold	10 year	202
6	Plot no. 12001760, Ras Zuwaid	Land and Building	Business	Freehold	10 year	1,461
7	Plot No. 12010988, Lhassay	Land and Building	Business	Freehold	6 year	968
8	Plot No. 12010989, Lhassay	Land and Building	Business	Freehold	6 year	1,933
9	Plot No. 12009273, Lhassay	Land and Building	Business	Freehold	3- 6 year	2,155

6. LEASES

The Group has recognised a right of use asset related to land and buildings.

a) Right- of- Use Assets

	2022	2021
Balance at 1 January	5,301	4,915
Additions	894	2,266
Amortisation	(1,618)	(1,880)
Balance at 31 December	4,577	5,301

The amortisation charge has been allocated to cost of sales BD 1,520 (2021: BD 1,771) and general and administrative expenses BD 98 (2021: BD 109).

b) Lease Liabilities

	31 December 2022	31 December 2021
Current	1,192	1,499
Non-current	3,638	4,024
	4,830	5,523

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

6. LEASES (CONTINUED)

	2022	2021
Amounts recognised in consolidated profit or loss		
Interest on lease liabilities	300	319
	31 December 2022	31 December 2021
Maturity analysis – contractual undiscounted cash flow		
Less than one year	1,428	1,730
One to five years	2,490	2,840
More than five years	2,380	2,620
Total undiscounted lease liabilities	6,298	7,190

7. EQUITY ACCOUNTED INVESTEEES

	Joint Ventures	Associate	Total
Balance at 1 January 2022	554	463	1,017
Share of profit / (loss) for the year	99	(99)	-
Dividend received	(75)	-	(75)
Balance at 31 December 2022	578	364	942

	Joint Ventures	Associate	Total
Balance at 1 January 2021	1,166	499	1,665
Share of profit / (loss) for the year	73	(36)	37
Dividend received	(685)	-	(685)
Balance at 31 December 2021	554	463	1,017

The following table summarizes the financial position of the associates and joint ventures as included in its own financial statements unadjusted for the Group's share.

	31 December 2022	31 December 2021
Total current assets	3,501	2,845
Total non-current assets	1,309	1,417
Total current liabilities	(2,362)	(1,417)
Total non-current liabilities	(200)	(349)
Net assets (100%)	2,248	2,496
Carrying amount of equity accounted investees	942	1,017
	2022	2021
Revenue	3,414	1,578
Profit for the year	-	255
Total comprehensive income	-	255
Group's share of total comprehensive income	-	37
Dividend received by the Group	75	685

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

8. INVENTORIES

	31 December 2022	31 December 2021
Machineries, spares, fuels and lubricants	3,645	3,736
Raw materials	3,213	4,036
Food products	2,342	1,545
Finished goods	257	417
Goods in transit	116	48
	9,573	9,782
Impairment allowance for slow moving and obsolete inventories	(2,337)	(2,213)
	7,236	7,569
<i>Movements on impairment allowance for slow moving and obsolete inventories:</i>	2022	2021
At 1 January	2,213	2,515
Charge for the year	329	87
Reversal during the year	(171)	(389)
Write-off during the year	(34)	-
At 31 December	2,337	2,213

9. TRADE AND OTHER RECEIVABLES

	31 December 2022	31 December 2021
Trade receivables	33,592	36,928
Retentions receivable	23,369	19,881
Advances to suppliers and sub-contractors	6,142	3,155
Prepaid expenses	204	297
Other receivables	1,985	2,093
	65,292	62,354
Allowance for impairment losses	(10,561)	(11,126)
	54,731	51,228
<i>Movements on allowance for impairment losses:</i>	2022	2021
At 1 January	11,126	9,140
Charge for the year	435	3,031
Write off	(1,000)	(1,045)
At 31 December	10,561	11,126

Information about the Group's exposure to credit risk and impairment losses for trade and other receivables is included in note 26 (b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

10. CONTRACT ASSETS

	31 December 2022	31 December 2021
Cost incurred plus attributable profits on contracts-in-progress	316,744	264,569
Progress billings made towards contracts-in-progress	(287,578)	(241,027)
	29,166	23,542
Allowance for impairment losses	(821)	(850)
	28,345	22,692
<i>Movements on allowance for impairment losses:</i>	2022	2021
At 1 January	850	1,082
(Reversal)/ charge for the year	(29)	(147)
Write off	-	(85)
At 31 December	821	850

Information about the Group's exposure to credit risk, and impairment losses for due from contract customers is included in note 26 (b).

11. RELATED PARTY TRANSACTIONS AND BALANCES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Transactions with related parties are conducted in the normal course of business.

Related party	Sales/ Revenues		Purchases and operating expenses		Amounts due from		Amounts due to	
	2022	2021	2022	2021	2022	2021	2022	2021
A.A. Nass & Sons W.L.L. and its related companies (*)	2,269	1,567	8,226	10,196	2,206	1,079	7,327	7,887
Joint ventures	783	78	-	4	460	122	263	263
Total	3,052	1,645	8,226	10,200	2,666	1,201	7,590	8,150

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

11. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(*) Amount due from A.A. Nass & Sons W.L.L. and its related companies is net of impairment of BD 2,573 (31 December 2021: BD 2,555).

During the year, the Company has provided guarantees of BD 190,157 (2021: BD 179,040) to various banks for banking facilities or other financial accommodation to its subsidiaries.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. The key management personnel comprise members of the board of directors, the divisional managers, the general managers, and their compensation is as follows:

	2022	2021
Short-term benefits	2,980	2,856
Post-employment benefits	49	45
	3,029	2,901

Short-term benefits include management fees of BD 1,560 (2021: BD 1,560) paid to A.A. Nass & Sons Co. W.L.L. by the Group and board committee attendance fees of BD 203 (2021: BD 211). No provision for directors' remuneration has been charged to consolidated profit or loss for the year ended 31 December 2022 (2021: BD Nil).

12. CASH AND CASH EQUIVALENTS

	31 December 2022	31 December 2021
Cash and bank balances	8,449	13,275
Short-term bank deposits	6,245	3,304
Cash and cash equivalents in consolidated statement of financial position	14,694	16,579
Bank overdrafts	(13,561)	(12,965)
Cash and cash equivalents in consolidated statement of cash flows	1,133	3,614

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

13. SHARE CAPITAL

	31 December 2022	31 December 2021
a) Authorised share capital 500,000,000 (2021: 500,000,000) shares of 100 fils each	50,000	50,000
b) Issued and fully paid 220,000,000 (2021: 220,000,000) shares of 100 fils each	22,000	22,000
Treasury shares: 4,923,160 (2021: 4,923,160)	(1,597)	(1,597)

Holders of ordinary shares are entitled to dividends from time to time and are entitled to one vote per share at general meetings of the Company. All rights attached to the Group's shares held by the Company are suspended until those shares are re-issued.

c) Dividends

No dividend is being proposed by the board of directors for the year ended 31 December 2022 (2021: BD Nil).

S. No.	Name of Shareholder	Number of shares held		Percentage of ownership		Nationality
		2022	2021	2022	2021	
1	Mr. Sameer Abdulla Nass*	20,710,000	18,810,000	9.41	8.55	Bahraini
2	Mr. Sami Abdulla Nass*	18,810,000	18,810,000	8.55	8.55	Bahraini
3	Mr. Adel Abdulla Nass*	18,810,000	18,810,000	8.55	8.55	Bahraini
4	Mr. Ghazi Abdulla Nass*	18,810,000	18,810,000	8.55	8.55	Bahraini
5	Mr. Fawzi Abdulla Nass*	18,810,000	18,810,000	8.55	8.55	Bahraini
6	Abdul Rahman Saleh Al Rajhi & Partners Co Ltd	15,969,864	15,969,864	7.26	7.26	Kingdom of Saudi Arabia
	Total	111,919,864	110,019,864	50.87	50.01	

* The shares held by Directors are in their individual capacity.

The distribution schedule of shareholders as at end of the year is as follows:

Categories	Number of shares		Number of Shareholders		Percentage of total outstanding shares	
	2022	2021	2022	2021	2022	2021
Less than 1 %	71,453,790	72,037,187	7,900	7,908	32.48	32.74
1 % up to less than 5 %**	36,626,346	37,942,949	10	9	16.65	17.25
5 % up to less than 10 %	111,919,864	110,019,864	6	6	50.87	50.01
Total	220,000,000	220,000,000	7,916	7,923	100.00	100.00

** Includes 4,923,160 (2021: 4,923,160) treasury shares.

14. STATUTORY RESERVE

In accordance with the requirements of the Commercial Companies Law (the "Law") a minimum of 10% of the net profit is appropriated to a statutory reserve, until such reserve reaches 50% of the paid-up share capital. This reserve is not normally distributable, except in the circumstances stipulated in the Law.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

15. BANK LOANS

	31 December 2022	31 December 2021
Current	2,522	2,695
Non-current	3,794	6,032
	6,316	8,727
<i>Movement during the year as follows:</i>		
	2022	2021
At 1 January	8,727	9,754
Loans availed during the year	936	764
Loans repaid during the year	(3,347)	(1,791)
At 31 December	6,316	8,727

The average effective interest rate on loans and borrowings was 5.00% - 6.34% p.a. (2021: 3.00% - 4.74% p.a.).

16. EMPLOYEE BENEFITS

	2022	2021
At 1 January	10,678	10,765
Charge for the year	2,934	3,235
Paid during the year	(2,699)	(3,322)
At 31 December	10,913	10,678

	31 December 2022	31 December 2021
Current liabilities	3,453	3,631
Non-current liabilities	7,460	7,047
	10,913	10,678

17. TRADE AND OTHER PAYABLES

	31 December 2022	31 December 2021
Trade accounts payable	11,623	10,156
Accrued expenses	10,970	16,343
Retentions payable	5,416	5,361
Unclaimed dividends	50	50
Other payables	1,533	1,816
	29,592	33,726

18. CONTRACT LIABILITIES

	2022	2021
Progress billings received and receivable	29,635	16,874
Costs incurred plus recognised profits on contracts-in-progress	(9,349)	(4,150)
	20,286	12,724

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

19. REVENUE

A. Revenue streams

	2022	2021
Revenue from contracts with customers		
Contract income	81,161	59,204
Sales of goods	33,788	28,406
Hire income	9,407	7,432
	124,356	95,042

B. Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets, type of customers, major products and service lines and timing of revenue recognition.

	Contract income, Manufacturing, Service		Trading		Elimination		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
Primary Geographical markets								
Bahrain	111,927	89,332	20,574	16,809	(13,620)	(13,589)	118,881	92,552
Outside Bahrain	5,475	2,501	-	-	-	(11)	5,475	2,490
	117,402	91,833	20,574	16,809	(13,620)	(13,600)	124,356	95,042
Type of customers								
Government	26,617	11,993	994	443	-	-	27,611	12,436
Non-government	90,785	79,840	19,580	16,366	(13,620)	(13,600)	96,745	82,606
	117,402	91,833	20,574	16,809	(13,620)	(13,600)	124,356	95,042
Timing of revenue recognition								
Products transferred at a point in time	29,677	25,794	20,574	16,809	(10,238)	(9,878)	40,013	32,725
Products transferred over time	87,725	66,039	-	-	(3,382)	(3,722)	84,343	62,317
	117,402	91,833	20,574	16,809	(13,620)	(13,600)	124,356	95,042

C. Contract Balances

BD 5,782 (2021: BD 6,818) recognised in contract liabilities at the beginning of the year has been recognised as revenue for the year ended 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

20. OTHER INCOME

	2022	2021
Gain on disposal of property, plant and equipment	481	1,527
Liabilities written back	267	-
Gain on sale of a subsidiary (note 24)	120	-
Insurance claim	39	9
Government assistance	-	440
Miscellaneous income	578	593
	1,485	2,569

21. GENERAL AND ADMINISTRATIVE EXPENSES

	2022	2021
Salaries of administrative staff	5,535	5,640
Management fees	1,560	1,560
Depreciation and amortisation	731	905
Professional fee	472	1,547
Vehicle expenses	408	369
Directors' sitting fees	203	211
IT expenses	149	227
Commission	137	207
Communication	133	152
Rent, electricity, and water	117	158
COVID-19 related expenses	104	439
Printing and stationery	69	69
Staff recruitment and training	29	22
Impairment on property, plant, and equipment	-	457
Other expenses	20	253
	9,667	12,216

22. IMPAIRMENT CHARGE ON FINANCIAL ASSETS, NET

	2022	2021
Impairment on trade and other receivables (note 9)	435	3,031
Reversal of impairment on contract assets (note 10)	(29)	(147)
Impairment on due from related parties (note 11)	18	1,073
Reversal of impairment on bank balances	(3)	(3)
	421	3,954

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

23. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year excluding the average number of ordinary shares purchased by the Company and held as treasury shares, as follows:

	2022	2021
Profit / (loss) attributable to owners of the Company	589	(17,964)
Weighted average number of shares at 31 December (000's)	215,077	215,077
Basic earnings per share	2.74	(83.52)

Diluted earnings per share have not been presented as the Company has no instruments convertible into shares that would dilute earnings per share.

24. SALE OF A SUBSIDIARY

The Group held 100% stake in Nass Dredging Company W.L.L., a limited liability company incorporated and registered in Bahrain under commercial registration number 68122. During the year, the Group sold its 100% stake in Nass Dredging Company W.L.L. resulting in loss of control of the subsidiary.

Effect of sale on the consolidated financial position of the Group:

	2022
Net assets	880
Proportion of ownership interest held by the Group	100%
Group's share of net assets (A)	880
Consideration received (B)	1,000
Gain on sale of a subsidiary (B-A)	120

25. ACCOUNTING CLASSIFICATION AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(i) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

25. ACCOUNTING CLASSIFICATION AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Fair value hierarchy

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- *Level 1*: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- *Level 2*: Inputs other than quoted prices included within level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- *Level 3*: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation.

None of the Group's financial assets and liabilities is measured at fair value. The fair value of the Group's material financial assets and liabilities approximate the carrying amount due to their short-term nature.

(iii) *Classification of financial assets and financial liabilities, together with the carrying amounts as disclosed in the consolidated statement of financial position.*

The Group's financial assets and liabilities are classified and measured at amortised cost for 2022 and 2021.

26. FINANCIAL RISK MANAGEMENT

a) Overview

Financial instruments include financial assets and financial liabilities. Financial assets of the Group include trade and other receivables, contract assets, due from related parties, deposits with banks and cash and cash equivalents. Financial liabilities of the Group include lease liabilities, bank loans, trade and other payables, due to related parties, bills payable and bank overdrafts.

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk; and
- market risk.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group Audit Committee is assisted in its oversight role by Internal Audit.

b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade and other receivables, contract assets, due from related parties, deposits with banks and cash and cash equivalents.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(i) *Exposure to credit risk*

The maximum exposure to credit risk at the reporting date was:

	31 December 2022	31 December 2021
Trade and other receivables (net)	54,527	50,931
Contract assets	28,345	22,692
Due from related parties	2,666	1,201
Deposits with banks	352	1,070
Cash and cash equivalents	14,552	16,432
	100,442	92,326

(ii) *Trade and other receivables*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

Credit limits are established for each customer, which are reviewed periodically. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis. In monitoring customer's credit risk, customers are grouped according to their credit characteristics, including whether they are government and semi-government and corporates, industry, aging profile, and existence of previous financial difficulties. The Group operates mainly in the Kingdom of Bahrain.

The credit period established by the Group for all its receivables is 90 days after which the dues are classified as past due.

The Group does not require collateral in respect of trade and other receivables. The Group does not have trade and other receivables and contract assets for which no loss allowance is recognised because of collateral.

(iii) *Contract assets*

This primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on construction contracts. The contract assets during the year was not significantly impacted by an impairment charge.

(iv) *Due from related parties*

Due from related parties pertains to the receivable from the A.A. Nass & Sons W.L.L. and its related companies and joint ventures. Transactions with related parties are conducted in the normal course of business, at rates agreed between the parties. The credit risk on these is perceived to be limited.

(v) *Cash and cash equivalents and term deposits with banks*

Group's credit risk on these is limited as these are placed with banks in Bahrain having good credit ratings.

(vi) *Credit risk by segment*

The maximum exposure to credit risk for trade and other receivables, contract assets, due from related parties, deposit with banks and cash and cash equivalents at the reporting date by segment is:

	31 December 2022		31 December 2021	
	Construction and allied activities	Trading activities	Construction and allied activities	Trading activities
Trade and other receivables	50,220	4,307	46,296	4,635
Contract assets	28,345	-	22,692	-
Due from related parties	1,195	1,471	767	434
Deposit with banks	352	-	770	300
Cash and cash equivalents	14,038	514	15,746	686
	94,150	6,292	86,271	6,055

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(vii) *Impairment losses*

The following table provides information about the exposure to credit risk and ECLs for trade and other receivables and contract assets as at 31 December:

31 December 2022				
	Gross carrying amount	Impairment loss allowance	Weighted-average loss rate	Credit-impaired
Current (not past due)	71,812	363	1%	No
1-30 days past due	1,863	173	9%	No
31-60 days past due	1,391	128	9%	No
61-90 days past due	1,393	196	14%	No
More than 90 days past due	14,447	13,095	91%	Yes
	90,906	13,955	15%	

31 December 2021				
	Gross carrying amount	Impairment loss allowance	Weighted-average loss rate	Credit-impaired
Current (not past due)	64,748	517	1%	No
1-30 days past due	1,830	241	13%	No
31-60 days past due	1,305	217	17%	No
61-90 days past due	407	168	41%	No
More than 90 days past due	15,695	13,389	85%	Yes
	83,985	14,532	17%	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

c) Liquidity risk

Liquidity risk, associated with financial liabilities that are settled by delivering cash or another financial asset, is the risk that the Group will encounter difficulties in meeting its financial obligations. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

As at 31 December 2022, the available cash and cash equivalents, expected cash flows from trade and other receivables will be sufficient to meet its obligations when they fall due.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables).

The Group also monitors the level of expected cash inflows on trade and other receivables tighter with expected cash outflows on trade and other payables.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments.

31 December 2022						
	Carrying amount	Contractual cash flows	6 months or less	6 - 12 months	1 - 2 years	More than 2 years
Bank Loans	6,316	7,404	1,557	1,380	1,947	2,520
Trade and other payables	18,622	18,622	4,052	7,474	4,296	2,800
Lease liabilities	4,830	6,298	757	671	1,087	3,783
Due to related parties	7,590	7,590	2,277	2,277	3,036	-
Bills payable	5,359	5,441	5,441	-	-	-
Bank overdraft	13,561	15,702	1,254	1,920	3,217	9,311
	56,278	61,057	15,338	13,722	13,583	18,414

Commitments and contingencies

- Letter of credit	3,343	3,343	3,343	-	-	-
- Commitments	377	377	377	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

31 December 2021

	Carrying amount	Contractual cash flows	6 months or less	6 - 12 months	1 - 2 years	More than 2 years
Bank Loans	8,727	9,576	1,359	1,639	2,616	3,962
Trade and other payables	17,383	17,383	4,230	5,309	4,340	3,504
Lease liabilities	5,523	7,190	921	809	1,063	4,397
Due to related parties	8,150	8,150	2,445	2,445	3,260	-
Bills payable	2,041	2,059	2,059	-	-	-
Bank overdraft	12,965	14,455	1,588	2,237	2,212	8,418
	54,789	58,813	12,602	12,439	13,491	20,281

Commitments and contingencies

- Letter of credit	1,097	1,097	1,097	-	-	-
- Commitments	328	328	328	-	-	-

d) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(i) Interest rate risk

Interest rate risk is the risk that the Group's earnings will be affected as a result of fluctuations in the value of financial instruments due to changes in market interest rates. The Group's interest rate risk is limited to its interest bearing short-term deposits, loans and borrowings, and bank overdrafts.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	31 December 2022	31 December 2021
Fixed rate instruments		
Term deposits with maturity of more than 3 months	352	1,070
Term deposits with maturity of 3 months or less	6,245	3,304
	6,597	4,374
Variable rate instruments		
Bills payable	5,359	2,041
Bank loans	6,316	8,727
Bank overdrafts	13,561	12,965
	25,236	23,733

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

The effective interest on these financial instruments is as follows:

Financial instruments	2022 Effective interest rate % p.a.	2021 Effective interest rate % p.a.
Term deposits with maturity of more than 3 months	1.00-1.50	0.90-1.25
Term deposits with maturity of 3 months or less	4.80-5.00	1.20-1.40
Bank loans	5.00-6.34	3.00-4.74
Bank overdraft	4.69-5.95	3.00-4.45

An increase of 100 basis points in interest rates at the reporting date would have decreased consolidated profit or loss by BD 186 (2021: BD 194) and a decrease of 100 basis points in interest rates at the reporting date would have increased consolidated profit or loss by BD 186 (2021: BD 194).

Changes in market interest rates are not expected to have a significant impact on the carrying value of these financial instruments.

(ii) Foreign exchange risk

Foreign exchange risk is the risk that the Group's earning will be affected as a result of fluctuations in currency exchange rates. The Group has exposure to foreign exchange risk on its purchases invoiced in foreign currency. The Group's exposure to significant foreign currency risk at the reporting date was only to EURO total net payable exposure as at 31 December 2022 was Euro 199 thousand (2021: net payable Euro 142 thousand).

The Group does not perceive that fluctuations in foreign exchange rates will have any significant impact on the income or equity because the exposure to currencies other than Euro are not significant.

(iii) Equity price risk

The Group is not exposed to any equity price risk as it does not have any investments in equity securities.

e) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Group's operations. The Group manages operational risk through appropriate monitoring controls, instituting segregation of duties and internal checks and balances, including internal audit and compliance.

f) Capital management

The board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the Group. The board of directors monitors both the demographic spread of shareholders, as well as the return on capital, which the Group defines as total shareholders' equity excluding non-controlling interest, and the level of dividends to shareholders.

From time to time the Group purchases its own shares on the market; the timing of these purchases depends on market prices. Buy and sell decisions are made on a specific transaction basis by the Board.

The Group has complied with local statutory capital requirements. The Group has also complied with covenants related to its bank borrowings. The Group does not have any other externally imposed capital requirements. There were no changes in the Group's approach to capital management during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

27. SEGMENT ANALYSIS

The Group is organised into two operating divisions - Construction and allied activities and Trading activities.

The construction and allied activities are civil engineering works, mechanical fabrication and maintenance contracts, scaffolding and formwork, ready-mix concrete, precast, floor and roof slabs, electrical and instrumentation contracting.

The trading activities are supply of washed sand, sweet water, import and wholesaler of frozen foods, agents for equipment and material manufacturers.

	Construction and Allied Activities		Trading Activities		Eliminations		Consolidated	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenue								
External sales	107,208	81,729	17,148	13,313	-	-	124,356	95,042
Inter-segment sales	10,194	10,104	3,426	3,496	(13,620)	(13,600)	-	-
Total revenue	117,402	91,833	20,574	16,809	(13,620)	(13,600)	124,356	95,042
Segment result	787	(17,192)	393	(1,033)	(89)	(8)	1,091	(18,233)
Share of profit from joint ventures	99	73	-	-	-	-	99	73
Other gains and losses	1,345	1,985	142	185	-	-	1,487	2,170
Unallocated corporate expenses	-	-	-	-	-	-	(2,105)	(1,817)
Profit / (loss) for the year							572	(17,807)

	Construction and Allied Activities		Trading Activities		Consolidated	
	2022	2021	2022	2021	2022	2021
Other Information						
Depreciation and impairment on property, plant and equipment and amortisation of right of use assets	4,669	6,066	719	1,471	5,388	7,537
Capital expenditure	1,297	1,848	993	1,623	2,290	3,471
Total assets	121,869	116,331	14,837	16,001	136,706	132,332
Total liabilities	92,141	86,859	6,306	7,675	98,447	94,534
Net assets	29,728	29,472	8,531	8,326	38,259	37,798

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2022

Bahraini dinars '000

28. COMMITMENTS AND CONTINGENCIES

	31 December 2022	31 December 2021
Guarantees	75,394	82,107
Letters of credit	3,343	1,097
Capital commitments	377	328

The banks have provided guarantees (performance, retention, financial and others related to contracting activities) amounting to BD 75,394 (2021: BD 82,107) for the various divisions and subsidiaries of the Company.

29. IMPACT OF EXTERNAL EVENTS - RUSSIA-UKRAINE CONFLICT

During the year, a conflict between Russia-Ukraine has triggered a global economic disruption and has, amongst other things, led to increased volatility in financial markets and commodity prices due to disruption of supply chain which may affect a broad range of entities across different jurisdictions and industries.

The management has carried out an assessment and has concluded that the Group has indirect exposures from the impacted countries in relation to its ongoing long-term construction projects. The increased commodities prices and the disruption of supply chain have had an impact on direct cost of the ongoing projects and is expectedly continuing to do so in the future. At this stage it is difficult to quantify the full impact of this conflict since it depends largely on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets.

Nevertheless, in preparing these consolidated financial statements, management has made judgments in applying the Group's accounting policies and sources of estimation that are subject to uncertainty and estimated the potential impact of the conflict with relation to the commodity price increases and supply chain disruptions. These are considered to represent management's best assessment based on available or observable information and its impact has been incorporated in these consolidated financial statements.

The management and the board of directors is closely monitoring the impact of the conflict on the Group's operations and its financial position and will continue to do so in the future. Based on their current assessment, the board of directors is of the view that the Group will continue as a going concern entity for the next 12 months from the date of these consolidated financial statements.

30. COMPARATIVES

The comparative figures have been regrouped, where necessary, in order to conform to the current year's presentation. Such regrouping did not affect the previously reported loss and total comprehensive income for the year or total equity.